BURNS LAUIRE B

Form 4

January 14, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BURNS LAUIRE B**

(First)

2. Issuer Name and Ticker or Trading

Symbol

DARDEN RESTAURANTS INC

[DRI]

(Month/Day/Year)

3. Date of Earliest Transaction

01/12/2005

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner

Other (specify

5900 LAKE ELLENOR DRIVE, P.O. BOX 593330

(Street)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

SVP & President, Bahama Breeze

Applicable Line)

Director

_X__ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

ORLANDO, FL 32859-3330

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	(A)	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/12/2005		M	Amount 15,000	(D)	Price \$ 14.0416	61,569.27	D	
Common Stock	01/12/2005		S	15,000	D	\$ 28.5018	46,569.27	D	
Common Stock	01/12/2005		M	3,024	A	\$ 14.0416	49,593.27	D	
Common Stock	01/12/2005		S	3,024	D	\$ 28.5018	46,569.27	D	
Common Stock	01/12/2005		M	3,750	A	\$ 14.625	50,319.27	D	

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Common Stock 01/12/2005 S 3,750 D \$ 28.5018 46,569.27 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Yea	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
Stock Option (Right to Buy)	\$ 14.0416	01/12/2005		M	15,00	0 04/19/2001 <u>(1)</u>	04/19/2009	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 14.0416	01/12/2005		M	3,024	· 04/19/2001 <u>(1)</u>	04/19/2009	Common Stock	3,024	
Stock Option (Right to Buy)	\$ 14.625	01/12/2005		M	3,750	06/22/2001(2)	06/22/2009	Common Stock	3,750	

Reporting Owners

Reporting Owner Name / Address	Ketationsnips					
	Director	10% Owner	Officer	Other		

BURNS LAUIRE B

5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FL 32859-3330

SVP & President, Bahama Breeze

Reporting Owners 2

Signatures

Paula J. Shives, Attorney-in-fact for BURNS, LAURIE B., 5900 Lake Ellenor Drive, P.O. Box 593330, Orlando, FL 32859-3330, Darden Restaurants, Inc. (DRI)

01/14/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vests in three equal annual installments beginning 4/19/2001.
- (2) The option vests in three equal annual installments beginning 6/22/2001.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3