

Edgar Filing: BURNS LAUIRE B - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Phantom Stock Units	1-for-1	02/13/02	I V	(2) 2215.4575	(1) Immed.	Common Stock 2215.4575

Explanation of Responses:

- 1 Shares of phantom stock are payable in cash following termination of the reporting person's employment with Darden Restaurants, Inc.
- 2 The number of shares reported is derived from an undivided interest in a fund consisting of both Company stock and a small cash position that fluctuates from time to time. The amount of stock reported may fluctuate slightly based on the size of the cash position at the time of reporting.

/s/ Douglas E. Wentz

2/11/02

**Signature of Reporting Person

Date

BY: DOUGLAS E. WENTZ, Attorney-in-fact

LAURIE B. BURNS
5900 LAKE ELLENOR DRIVE
ORLANDO, FLORIDA 32859-3330

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DARDEN RESTAURANTS, INC. (DRI)
2/2002

** Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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