

Edgar Filing: DARDEN RESTAURANTS INC - 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
Stock Option (Right to Buy)	\$24.16	09/19/02	A V	3,000	09/19/03 09/19/12	Common Stock 3,000
Phantom Stock Units	1-for-1	09/19/02	A V	4,139	(2) (2)	Common Stock 4,139

Explanation of Responses:

(1) Represents amount of securities beneficially owned as of 9/19/02.

(2) The reporting person elected to defer a portion of the annual director's grant under the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors to be paid out in Darden Restaurants, Inc. common stock upon the reporting person's termination of board service.

(3) Includes Phantom Stock Units acquired pursuant to a dividend equivalent reinvestment feature of the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors.

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/s/ Douglas E. Wentz

9/23/02

**Signature of Reporting Person

Date

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

for ROSE, MICHAEL D.
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
ORLANDO, FLORIDA 32859-3330
DARDEN RESTAURANTS, INC. (DRI)
09/19/2002

** 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.