



**Edgar Filing: DARDEN RESTAURANTS INC - Form 4**

[ ] Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount or Price
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Common Stock

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	Conversion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month Day/Year)	4. Trans- action Code (Instr. 8) ----- Code V	Number of Derivative Secutities 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 & Amount of Underlying Securities (Instr.3 and 4) ----- Amount or Number of Shares
Phantom Stock Units	1-for-1	02/25/03		A V	25.044	(1) (1)	Common Stock 25.044

Explanation of Responses:

Note 1: The Reporting Person elected to defer a portion of the quarterly Director's compensation 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.

Note 2: Includes phantom stock units acquired pursuant to a dividend equivalent reinvestment feature of the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors.

/s/ Paula J. Shives

02/27/03

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\*\*Signature of Reporting Person

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Date

BY: PAULA J. SHIVES, Attorney-in-fact  
for DONALD, ODIE C.  
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P.O. BOX 593330  
ORLANDO, FLORIDA 32859-3330  
DARDEN RESTAURANTS, INC. (DRI)

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

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

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