

DARDEN RESTAURANTS INC
Form 4
October 09, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE DAVID C

2. Issuer Name and Ticker or Trading Symbol
DARDEN RESTAURANTS INC [DRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5900 LAKE ELLENOR DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres of LongHorn Steakhouse

ORLANDO, FL 32809

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	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)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/04/2007		M		19,959	A	\$ 16.77
					35,290 ⁽¹⁾		D
Common Stock	10/04/2007		M		4,436	A	\$ 13.55
					39,726		D
Common Stock	10/04/2007		M		5,877	A	\$ 19.6
					45,603		D
Common Stock	10/04/2007		M		2,827	A	\$ 17.6
					48,430		D
Common Stock	10/04/2007		M		5,239	A	\$ 20.63
					53,669		D

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Common Stock	10/04/2007	M	4,452	A	\$ 20.93	58,121	D
Common Stock	10/04/2007	M	39,920	A	\$ 22.19	98,041	D
Common Stock	10/04/2007	S	82,710	D	\$ 43.3361	15,331 ⁽¹⁾	D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	An or Nu of
					V	(A) (D)	Date Exercisable	Expiration Date		
Incentive Stock Option	\$ 16.77	10/04/2007		M		17,888	10/01/2007	12/31/2010	Common Stock	17
Non-Qualified Stock Option (Right-to-Buy)	\$ 16.77	10/04/2007		M		2,071	10/01/2007	12/31/2010	Common Stock	2
Non-Qualified Stock Option (Right-to-Buy)	\$ 13.55	10/04/2007		M		1,491	10/01/2007	10/25/2011	Common Stock	1
Non-Qualified Stock Option (Right-to-Buy)	\$ 13.55	10/04/2007		M		2,945	10/01/2007	10/25/2011	Common Stock	2
Non-Qualified Stock Option (Right-to-Buy)	\$ 19.6	10/04/2007		M		3,937	10/01/2007	07/01/2012	Common Stock	3
Incentive Stock Option	\$ 19.6	10/04/2007		M		1,940	10/01/2007	07/01/2012	Common Stock	1
Non-Qualified Stock Option (Right-to-Buy)	\$ 17.6	10/04/2007		M		1,893	10/01/2007	09/30/2012	Common Stock	1

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Incentive Stock Option	\$ 17.6	10/04/2007	M	934	10/01/2007	09/30/2012	Common Stock	9
Non-Qualified Stock Option (Right-to-Buy)	\$ 20.63	10/04/2007	M	3,510	10/01/2007	12/30/2012	Common Stock	3
Incentive Stock Option	\$ 20.63	10/04/2007	M	1,729	10/01/2007	12/30/2012	Common Stock	1
Non-Qualified Stock Option (Right-to-Buy)	\$ 20.93	10/04/2007	M	4,452	10/01/2007	03/31/2013	Common Stock	4
Non-Qualified Stock Option (Right-to-Buy)	\$ 22.19	10/04/2007	M	34,959	10/01/2007	05/05/2013	Common Stock	34
Incentive Stock Option	\$ 22.19	10/04/2007	M	4,961	10/01/2007	05/05/2013	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE DAVID C 5900 LAKE ELLENOR DRIVE ORLANDO, FL 32809			Pres of LongHorn Steakhouse	

Signatures

Douglas E. Wentz, Attorney-in-fact for George, David C., 5900 Lake Ellenor Drive, P.O. Box 593330, Orlando, FL 32859-3330, Darden Restaurants, Inc. (DRI) 10/09/2007

__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) Shares reflect recalculated shares as shown in amended form 4 filed 10/9/07.

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.