

Edgar Filing: DARDEN RESTAURANTS INC - Form 5

DARDEN RESTAURANTS INC

Form 5

July 10, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Burns	Laurie	B.
-----	-----	-----
(Last)	(First)	(Middle)

5900 LAKE ELLENOR DRIVE

(Street)

ORLANDO	FLORIDA	32859-3330
-----	-----	-----
(City)	(State)	(Zip)

DARDEN RESTAURANTS, INC. (DRI)

2. Issuer Name and Ticker or Trading Symbol

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

05/27/01

4. Statement for Month/Year

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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Director 10% Owner
 Officer (give title below) Other (specify below)

SENIOR VICE PRESIDENT

7. Individual or Joint/Group Filing
 (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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

	2.	3.	4.		
1.	Transaction	Transaction	Securities Acquired (A) or Disposed of (D)		
Title of Security	Date	Code	Amount	or	Price
(Instr. 3)	(mm/dd/yy)	(Instr. 8)	(Instr. 3, 4 and 5)		
				(A)	
				(D)	

* 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 Responses)

(Over)

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FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	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	\$0	1	A	2,346	2 2	Common Stock 2,346

Explanation of Responses:

- 1 The phantom stock units were accrued under the Darden Restaurants, Inc. deferred compensation plan on various dates during fiscal year 2001 at prices ranging from \$18.15 to \$26.96 per unit.
- 2 The units are to be settled in the calendar year following the reporting person's retirement or other termination from the Company.

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**Signature of Reporting Person
BY: DOUGLAS E. WENTZ, Attorney-in-fact

Date

LAURIE BURNS
5900 LAKE ELLENOR DRIVE
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).

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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