



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

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

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

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				(A)	(D)	Exer- cisable Date	Expira- tion Date	
						1	1	Common

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Phanton Stock Units 1-for-1 02/22/02 A V 38.0846 Stock 38.0846

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Explanation of Responses:

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 matched by equivalent value in Darden Restaurants, Inc. common stock upon the Reporting Person's termination of board service.

/s/ Douglas E. Wentz

03/07/02

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\*\*Signature of Reporting Person

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Date

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

DONALD, ODIE C  
5900 LAKE ELLENOR DRIVE  
P.O. BOX 593330  
ORLANDO, FL 32859-3330  
DARDEN RESTAURANTS, INC. (DRI)  
02/2002

\*\* 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.