

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

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	7/22/02	M		111,735	A	\$7.5387
Common Stock	7/22/02	F		41,803	D	\$20.1500
Common Stock	7/22/02	F		19,896	D	\$20.1500
Common Stock						
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.	2. Conver- sion or Exer- cise Price of	3. Trans- action Code	4. Trans- action Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
						Amount

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

Title of Derivative Security (Instr. 3)	Deriv- ative Secur- ity	Date (Month/ Day/ Year)	(Instr. 8) ----- Code V	(Instr. 3, 4 and 5) ----- (A) (D)	----- Date Exer- cisable	Expira- tion Date	Title	or Number of Shares
--------------------------------------------------	----------------------------------	----------------------------------	----------------------------------	--------------------------------------------	-----------------------------------	-------------------------	-------	------------------------------

Stock Option (Right to buy)	\$7.5387	7/22/02	M		111,735	6/22/96 7/22/02	Common Stock	111,735
--------------------------------	----------	---------	---	--	---------	-----------------	-----------------	---------

Explanation of Responses:

1 The number of shares reported is based on a plan statement dated August 1, 2002, and is derived from an undivided interest in a fund consisting of both Darden common stock and a small cash position that fluctuates from time to time. The number of shares reported may change based on the size of the cash position at the time of reporting.

/s/ Douglas E. Wentz

8/8/02

**Signature of Reporting Person

Date

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

JOE R. LEE
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
ORLANDO, FLORIDA 32859-3330
DARDEN RESTAURANTS, INC. (DRI)
07/2002

** 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.

