

DARDEN RESTAURANTS INC

Form 4

September 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lewis William M Jr

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, P.O. BOX 593330

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/21/2005

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

ORLANDO, FL 32859-3330

(City) (State) (Zip)

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

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)
Common Stock			Code V	Amount (D) Price	0	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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number.**

SEC 1474
(9-02)

**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)	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 Securities (Instr. 3 and 4)	8. D S (
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 28.715	09/21/2005		A		3,000	09/21/2006 09/21/2015	Common Stock 3,000
Phantom Stock Units	(1)	09/21/2005		A		3,483	(2) (2)	Common Stock 3,483 S

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lewis William M Jr 5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FL 32859-3330	X

Signatures

Douglas E. Wentz, Attorney-in-fact for WILLIAM M. LEWIS, JR., 5900 Lake Ellenor Drive,
P.O. Box 593330, Orlando, FL 32859-3330 09/23/2005

____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) The actual conversion rate is 1-for-1.

The Reporting Person elected to defer all of the annual Director's grant under the Darden Restaurants, Inc. Compensation Plan for
(2) Non-Employee Directors, to be paid out in Darden Restaurants, Inc. common stock upon the reporting person's termination of board service.

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