

DARDEN RESTAURANTS INC
Form 4
September 26, 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 *
LYONS DANIEL M

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)
09/24/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Human Resources

ORLANDO, FL 32859-3330

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|---|--|-----------------------------------|
| | | | | Code | V | | | |
| Common Stock | 09/24/2007 | | M | | 4,991 | A \$ 10.3958 | 78,989 | D |
| Common Stock | 09/24/2007 | | M | | 58,500 | A \$ 10.4375 | 137,489 | D |
| Common Stock | 09/24/2007 | | M | | 4,425 | A \$ 14.0833 | 141,914 | D |
| Common Stock | 09/24/2007 | | M | | 61,500 | A \$ 14.625 | 203,414 | D |
| Common Stock | 09/24/2007 | | S | | 129,416 | D \$ 43.2569 | 73,998 | D |

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Common Stock 354,256 ⁽¹⁾ I Savings Plan

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

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SEC 1474 (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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.3958 | 09/24/2007 | | M | 4,991 | 11/29/1998 05/29/2008 | Common Stock 4,991 |
| Stock Option (Right to Buy) | \$ 10.4375 | 09/24/2007 | | M | 58,500 | 06/23/2001 ⁽²⁾ 06/23/2008 | Common Stock 58,500 |
| Stock Option (Right to Buy) | \$ 14.0833 | 09/24/2007 | | M | 4,425 | 11/28/1999 05/28/2009 | Common Stock 4,425 |
| Stock Option (Right to Buy) | \$ 14.625 | 09/24/2007 | | M | 61,500 | 06/22/2002 ⁽³⁾ 06/22/2009 | Common Stock 61,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LYONS DANIEL M
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330

SVP Human Resources

ORLANDO, FL 32859-3330

Signatures

Douglas E. Wentz, Attorney-in-fact for LYONS, DANIEL M., 5900 Lake Ellenor Drive,
P.O. Box 593330, Orlando, FL 32859-3330, Darden Restaurants, Inc. (DRI)

09/26/2007

__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).

The number of shares reported is based on a plan statement dated August 31, 2007, and is derived from an undivided interest in a fund

- (1) 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.
- (2) The option vested in two equal annual installments on 6/23/01 and 6/23/02.
- (3) The option vested in two equal annual installments on 6/22/02 and 6/22/03.

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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