

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

DARDEN RESTAURANTS INC
Form 4
November 20, 2002

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

FORM 4

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).

1. Name and Address of Reporting Person*

HELSEL	STEPHEN	E.
-----	-----	-----
(Last)	(First)	(Middle)
5900 LAKE ELLENOR DRIVE		
P.O. BOX 593330		

(Street)		
ORLANDO	FL	32859-3330
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

DARDEN RESTAURANTS, INC. (DRI)

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

4. Statement for Month/Year

11/18/2002

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

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

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

SENIOR VICE PRESIDENT & CONTROLLER

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

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[X] 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 (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	11/18/02	M		2,565	A	\$8.0848
Common Stock	11/18/02	F		1,471	D	\$20.00

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

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(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)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) Exer- cisable Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option (Right to Buy)	\$8.0848	11/18/02	M	2,565	(3) 1/14/03	Common Stock 2,565

Explanation of Responses:

Note 1: Represents amount of securities beneficially owned as of 11/18/02.

Note 2: The number of shares reported is based on a plan statement dated 9/30/02, 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 shares may change based on the size of the cash position at the time of reporting.

Note 3: The option vested 100% 12/14/95.

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/s/ Douglas E. Wentz

11/20/02

**Signature of Reporting Person

Date

BY: DOUGLAS E. WENTZ, Attorney-in-fact
for: HELSEL, STEPHEN E.
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
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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