

DARDEN RESTAURANTS INC

Form 4

September 14, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SWEATT BLAINE III

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)
09/12/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
EVP & President, New Business

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/12/2005		M	39,750	A \$ 7.5833	346,392	D
Common Stock	09/12/2005		F	20,580	D \$ 31.45	325,812	D
Common Stock						2,130,571 ⁽¹⁾	I Savings Plan

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.5833	09/12/2005		M	39,750	03/14/1996 ⁽²⁾ 09/14/2005	Common Stock	39,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEATT BLAINE III 5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FL 32859-3330	X		EVP & President, New Business	

Signatures

Douglas E. Wentz., Attorney-in-fact for SWEATT, III, BLAINE, 5900 Lake Ellenor Drive,
P.O. Box 593330, Orlando, FL 32859-3330, Darden Restaurants, Inc. (DRI) 09/14/2005

__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).

The number of shares reported is based on a plan statement dated June 30, 2005 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 20% on 3/14/96, and 20% in four additional annual installments beginning 9/14/96.

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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