DARDEN RESTAURANTS INC

Form 4 February 27, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursu	ant to	Section	on 16(a)	of	the	Secu	ıriti	es	Excha	ange	Act	of	1934
Section	17(a)	of the	Public	Util	lity	Holo	ding	Com	pany	Act	of	1935	or
	Section	a 30(f)	of the	e Inv	zesti	nent	Comp	anv	Act	of 1	1940		

	Section 30(i)	of the Investme	nt Compa	any Act of 1940	
	eck box if no longer y continue. See Instr		ion 16.	Form 4 or Form 5	obligations
1. Na	me and Address of Rep	orting Person*			
Smith		Jack		Α.	
(Las	t)	(First)		(Middle)	
	KE ELLENOR DRIVE X 593330				
		(Street)			
ORLANDO		FLORIDA		32859-3330	
(Cit	у)	(State)		(Zip)	
DARDEN	suer Name and Ticker RESTAURANTS, INC. (DS Identification Numb	PRI)		if an Entity (Vo	 Dluntary)
4. St	atement for Month/Day				
5. If	Amendment, Date of C	riginal (Month/D	ay/Year))	
	lationship of Reporti heck all applicable)	ng Person to Iss	uer		
-] Director] Officer (give titl	e below)		10% Owner Other (specify k	pelow)
7. In	dividual or Joint/Gro	oup Filing (Check	applica	able line)	

- - $[{\tt X}]$ Form filed by one Reporting Person

			======		=======	===	
Table I Non	or Benefi	cially Owned					
	========		======		========	===	
	2.	2A. Deemed Execution	3. Transaction Code		4. Securities A Disposed of (Instr. 3, 4	(A) or	
1. Title of Security	Transaction Date	Date, if any (Month/	(Instr		Amount	(A) or	Price
(Instr. 3)	(mm/dd/yy)		Code	V		(D)	
Common Stock							
=======================================		:========	======			======	
* If the Form is filed 4(b)(v).							
Reminder: Report on a sep owned directly			of secu	rities	beneficially		
	(Print or	Type Response)		(Ov	er)	
FORM 4 (continued)							
Table II Derivative Se	auritica Acqu	irod Dianogo	d of o	r Bono	ficially Owne	d	

(e.g., puts, calls, warrants, options, convertible securities)

	Conversion or Exercise Price of Derivative Security	3. Trans- action Date Month/ Day/ Year)	Execution Date, if any (Month	Code (Instr. 8)	Disposed of (D) (Instr.3, 4 and 5)			ble and	7. Title & Amount of Underlying Securities (Instr.3 and 4)	
1. Title of Derivative Security (Instr. 3)							(Month/D	on Date ay/Year) Expira-		Amount or Number
							Exer- cisable		Title	of Shares
Phantom Stock Units	1-for-1	02/25/0	3	A V 	100.1	77 	(1)	(1)	Common Stock	100.17
						======			:=====:	======

Explanation of Responses:

Note 1: The Reporting Person elected to defer all of the quarterly Director's compensation under the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors, to be paid out in Darden Restaurants, Inc. common stock upon the reporting person's termination of board service.

Note 2: Includes phantom stock units acquired pursuant to a dividend equilavent reinvestment feature of the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors.

/s/ Paula J. Shives 02/27/03
------**Signature of Reporting Person Date

BY: PAULA J. SHIVES, Attorney-in-fact

for SMITH, JACK A.
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
ORLANDO, FLORIDA 32859-3330

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

DARDEN RESTAURANTS, INC. (DRI)

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