

DARDEN RESTAURANTS INC  
 Form 4  
 January 24, 2008

**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 \*  
**ROSE MICHAEL D**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/22/2008**

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

**5900 LAKE ELLENOR DRIVE, P.O. BOX 593330**

(Street)

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

**ORLANDO, FL 32859-3330**

(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	Amount or Price		
Common Stock	01/22/2008		M		2,072 A \$ 8.8958	19,813	D
Common Stock	01/22/2008		M		1,773 A \$ 10.3958	21,586	D
Common Stock	01/22/2008		M		1,527 A \$ 10.5416	23,113	D
Common Stock	01/22/2008		M		1,863 A \$ 11.5416	24,976	D
Common Stock	01/22/2008		M		2,102 A \$ 9.125	27,078	D

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Common Stock	01/22/2008	M	4,500	A	\$ 12.1458	31,578	D	
Common Stock	01/22/2008	M	2,178	A	\$ 12.4792	35,976	D	
Common Stock	01/22/2008	M	2,220	A	\$ 11.7916	33,798	D	
Common Stock	01/22/2008	M	4,500	A	\$ 12.2916	40,476	D	
Common Stock	01/22/2008	M	4,500	A	\$ 11.6042	44,976	D	
Common Stock						20,000	I	By Michael D. Rose Trust

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

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(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.8958	01/22/2008		M	2,072	08/20/1998 02/20/2008	Common Stock	2,072
Stock Option (Right to Buy)	\$ 10.3958	01/22/2008		M	1,773	11/29/1998 05/29/2008	Common Stock	1,773
Stock Option	\$ 10.5416	01/22/2008		M	1,527	02/28/1999 08/28/2008	Common Stock	1,527

(Right to Buy)

Stock Option (Right to Buy)	\$ 11.5416	01/22/2008	M	1,863	05/26/2000	11/26/2009	Common Stock	1,863	\$
Stock Option (Right to Buy)	\$ 9.125	01/22/2008	M	2,102	08/25/2000	02/25/2010	Common Stock	2,102	\$
Stock Option (Right to Buy)	\$ 12.1458	01/22/2008	M	4,500	09/23/2000	09/24/2009	Common Stock	4,500	
Stock Option (Right to Buy)	\$ 12.4792	01/22/2008	M	2,178	11/26/2000	05/26/2010	Common Stock	2,178	\$
Stock Option (Right to Buy)	\$ 11.7916	01/22/2008	M	2,220	02/25/2001	08/25/2010	Common Stock	2,220	\$
Stock Option (Right to Buy)	\$ 12.2916	01/22/2008	M	4,500	09/20/2001	09/21/2010	Common Stock	4,500	
Stock Option (Right to Buy)	\$ 11.6042	01/22/2008	M	4,500	09/24/2001	09/24/2008	Common Stock	4,500	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE MICHAEL D 5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FL 32859-3330	X			

## Signatures

Douglas E. Wentz, Attorney-in-fact for ROSE, MICHAEL D., 5900 Lake Ellenor Drive, P.O. Box 593330, Orlando, FL 32859-3330

01/24/2008

\_\_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 reporting person elected to take his quarterly cash retainer for serving as a director in the form of stock options, the number of stock options issued being the amount of cash allocated divided by the price indicated.

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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