

DARDEN RESTAURANTS INC
Form 4
March 19, 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)
03/17/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/17/2008		M		723 A \$ 17.3124	45,699	D
Common Stock	03/17/2008		M		1,290 A \$ 14.0833	46,989	D
Common Stock	03/17/2008		M		1,124 A \$ 19.14	48,113	D
Common Stock	03/17/2008		M		1,143 A \$ 18.8133	49,256	D
Common Stock	03/17/2008		M		4,500 A \$ 15.9933	53,756	D

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Common Stock	03/17/2008	M	938	A	\$ 20.4466	54,694	D
Common Stock	03/17/2008	M	1,106	A	\$ 21.56	55,800	D
Common Stock	03/17/2008	M	1,126	A	\$ 17.02	56,926	D
Common Stock	03/17/2008	M	393	A	\$ 16.97	57,319	D
Common Stock	03/17/2008	M	2,031	A	\$ 18.31	59,350	D
Common Stock	03/17/2008	M	1,571	A	\$ 20.905	60,921	D
Common Stock	03/17/2008	M	3,000	A	\$ 18.815	63,921	D
Common Stock	03/17/2008	M	1,593	A	\$ 19.575	65,514	D
Common Stock	03/17/2008	M	1,093	A	\$ 22.12	66,607	D
Common Stock	03/17/2008	M	1,540	A	\$ 22.41	68,147	D
Common Stock	03/17/2008	M	1,893	A	\$ 21.225	70,040	D
Common Stock	03/17/2008	M	3,000	A	\$ 23.565	73,040	D

Common Stock

20,000

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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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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 17.3124		03/17/2008	M			723	05/24/2001	11/24/2010	Common Stock	723	\$
Stock Option (Right to Buy)	\$ 14.0833		03/17/2008	M			1,290	08/23/2001	02/23/2011	Common Stock	1,290	\$
Stock Option (Right to Buy)	\$ 19.14		03/17/2008	M			1,124	11/28/2001	05/28/2011	Common Stock	1,124	\$
Stock Option (Right to Buy)	\$ 18.8133		03/17/2008	M			1,143	02/24/2002	08/24/2011	Common Stock	1,143	\$
Stock Option (Right to Buy)	\$ 15.9933		03/17/2008	M			4,500	09/20/2002	09/21/2011	Common Stock	4,500	
Stock Option (Right to Buy)	\$ 20.4466		03/17/2008	M			938	05/23/2002	11/23/2011	Common Stock	938	\$
Stock Option (Right to Buy)	\$ 21.56		03/17/2008	M			1,106	05/22/2003	11/22/2012	Common Stock	1,106	\$
Stock Option (Right to Buy)	\$ 17.02		03/17/2008	M			1,126	08/21/2003	02/21/2013	Common Stock	1,126	\$
Stock Option (Right to Buy)	\$ 16.97		03/17/2008	M			393	08/25/2003	02/25/2013	Common Stock	393	\$
Stock Option (Right to Buy)	\$ 18.31		03/17/2008	M			2,031	11/23/2003	05/23/2013	Common Stock	2,031	\$

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Stock Option (Right to Buy)	\$ 20.905	03/17/2008	M	1,571	02/22/2004	08/22/2013	Common Stock	1,571	\$
Stock Option (Right to Buy)	\$ 18.815	03/17/2008	M	3,000	09/25/2004	09/26/2013	Common Stock	3,000	
Stock Option (Right to Buy)	\$ 19.575	03/17/2008	M	1,593	05/21/2004	11/21/2013	Common Stock	1,593	\$
Stock Option (Right to Buy)	\$ 22.12	03/17/2008	M	1,093	08/20/2004	02/20/2014	Common Stock	1,093	\$
Stock Option (Right to Buy)	\$ 22.41	03/17/2008	M	1,540	11/28/2004	05/29/2014	Common Stock	1,540	\$
Stock Option (Right to Buy)	\$ 21.225	03/17/2008	M	1,893	02/27/2005	08/27/2014	Common Stock	1,893	\$
Stock Option (Right to Buy)	\$ 23.565	03/17/2008	M	3,000	09/29/2005	09/29/2014	Common Stock	3,000	

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

03/19/2008

____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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