

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

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)		Price
		Code	V	Amount	(A) or (D)	
Common Stock	8/28/02	M		45,605	A	\$8.3284
Common Stock	8/28/02	M		18,068	A	\$8.0848
Common Stock	8/28/02	F		25,267	D	\$25.32
Common Stock	8/28/02	F		9,269	D	\$25.32
Common Stock	8/28/02	G	V	32,100	D	
Common Stock	8/28/02	G	V	8,300	D	
Common Stock	8/30/02	G	V	200	D	
Common Stock						
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
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- 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)	\$8.3284	8/28/02	M	48,605 (2)	10/21/02	Common Stock 48,605
Stock Option (right to buy)	\$8.0848	8/28/02	M	18,068	12/14/95 01/14/03	Common Stock 18,068

Explanation of Responses:

Note 1: The number of shares reported is based on a plan statement dated August 1, 2002, 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 number of shares reported may change based on the size of the cash position at the time of reporting.

Note 2: The option vested in five equal annual installments beginning 09/21/92.

/s/ Douglas E. Wentz

9/5/02

**Signature of Reporting Person

Date

BY: DOUGLAS E. WENTZ, Attorney-in-fact

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for JOE R. LEE
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
ORLANDO, FLORIDA 32859-3330
DARDEN RESTAURANTS, INC. (DRI)
08/2002

** 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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