

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

DARDEN RESTAURANTS INC
Form 4
June 05, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Smith Jack A.
(Last) (First) (Middle)
5900 LAKE ELLENOR DRIVE, P.O. BOX 593330
(Street)
ORLANDO FL 32859-3330
(City) (State) (Zip)
DARDEN RESTAURANTS, INC. (DRI)

2. Issuer Name and Ticker or Trading Symbol

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

05/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person

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[] 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 (mm/dd/yy)	3. Transaction (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	or Price (A) or (D)

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
Phantom Stock Units	1-for-1	05/24/02	A V	284.0119	1 1	Common Stock 284.0119

Explanation of Responses:

- The Reporting Person elected to defer a portion of the quarterly Director's compensation under the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors, to be matched by an equivalent value in Darden Restaurants, Inc. common stock upon the Reporting Person's termination of board service.
- All prices and amounts of securities have been adjusted to reflect Darden's 3-for-2 stock split in the form of a 50% share dividend paid.

/s/ Douglas E. Wentz

6/5/02

**Signature of Reporting Person

Date

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

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SMITH, JACK
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ORLANDO, FLORIDA 32859-3330
DARDEN RESTAURANTS, INC. (DRI)
5/2002

** 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.