

BURNS LAUIRE B
Form 4
January 14, 2005

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 *
BURNS LAUIRE B

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)
5900 LAKE ELLENOR DRIVE, P.O. BOX 593330
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & President, Bahama Breeze

ORLANDO, FL 32859-3330

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

(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 Price			
Common Stock	01/12/2005		M		15,000 A \$ 14.0416	61,569.27	D	
Common Stock	01/12/2005		S		15,000 D \$ 28.5018	46,569.27	D	
Common Stock	01/12/2005		M		3,024 A \$ 14.0416	49,593.27	D	
Common Stock	01/12/2005		S		3,024 D \$ 28.5018	46,569.27	D	
Common Stock	01/12/2005		M		3,750 A \$ 14.625	50,319.27	D	

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Common Stock 01/12/2005 S 3,750 D \$ 28.5018 46,569.27 D

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy)	\$ 14.0416	01/12/2005		M	15,000	04/19/2001 ⁽¹⁾ 04/19/2009	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 14.0416	01/12/2005		M	3,024	04/19/2001 ⁽¹⁾ 04/19/2009	Common Stock	3,024	
Stock Option (Right to Buy)	\$ 14.625	01/12/2005		M	3,750	06/22/2001 ⁽²⁾ 06/22/2009	Common Stock	3,750	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS LAUIRE B 5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FL 32859-3330			SVP & President, Bahama Breeze	

Signatures

Paula J. Shives, Attorney-in-fact for BURNS, LAURIE B., 5900 Lake Ellenor Drive, P.O.
Box 593330, Orlando, FL 32859-3330, Darden Restaurants, Inc. (DRI)

01/14/2005

____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 option vests in three equal annual installments beginning 4/19/2001.
 - (2) The option vests in three equal annual installments beginning 6/22/2001.

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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