

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

[] 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)	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)	Price
				Amount or (A) (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

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(e.g., puts, calls, warrants, options, convertible securities)

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)	3A. Deemed Execution Date, if any (Month Day/Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Secutities 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 & Amount of Underlying Securities (Instr.3 and 4) ----- Amount or Number of Shares
Phantom Stock Units	1-for-1	02/21/03		A V	461.222	(1) (1)	Common Stock 461.22

Explanation of Responses:

Note 1: The Reporting Person elected to defer all of the quarterly Director's compensation under the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors, to be paid out in Darden Restaurants, Inc. common stock upon the reporting person's termination of board service.

Note 2: Includes phantom stock units acquired pursuant to a dividend equivalent reinvestment feature of the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors.

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/s/ Douglas E. Wentz

02/25/03

**Signature of Reporting Person

Date

BY: DOUGLAS E. WENTZ, Attorney-in-fact
for SMITH, JACK A.
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
ORLANDO, FLORIDA 32859-3330
DARDEN RESTAURANTS, INC. (DRI)

** 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.