

DARDEN RESTAURANTS INC  
 Form 4  
 July 21, 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 \*  
 DONALD ODIE C

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)  
 07/19/2005

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/19/2005		M			14,950	A	\$ 9.8125	14,950	D	
Common Stock	07/19/2005		S			14,950	D	\$ 34.0029	0	D	
Common Stock	07/20/2005		M			3,800	A	\$ 9.8125	3,800	D	
Common Stock	07/20/2005		M			4,500	A	\$ 11.6042	8,300	D	
Common Stock	07/20/2005		S			8,300	D	\$ 34	0	D	

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.8125	07/19/2005		M	14,950	03/26/2001 03/26/2008	Common Stock	14,950
Stock Option (Right to Buy)	\$ 9.8125	07/20/2005		M	3,800	03/26/2001 03/26/2008	Common Stock	3,800
Stock Option (Right to Buy)	\$ 11.6042	07/20/2005		M	4,500	09/24/2001 09/24/2008	Common Stock	4,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONALD ODIE C 5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FL 32859-3330	X			

## Signatures

Douglas E. Wentz, Attorney-in-fact for DONALD, ODIE C., 5900 Lake Ellenor Drive, P.O. Box 593330, Orlando, FL 32859-3330

07/21/2005

\_\_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).

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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