#### DARDEN RESTAURANTS INC

Form 4/A October 09, 2007

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

**OMB APPROVAL** 

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Symbol

Estimated average burden hours per response... 0.5

Expires:

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

GEORGE DAVID C

1. Name and Address of Reporting Person \*

			DARDEN RESTAURANTS INC [DRI]					(Check all applicable)			
(Last) 5900 LAKE	(First) (M	ŕ	3. Date of (Month/Date 10/01/20						Director 10% Owner X Officer (give title Other (specify below) below)		
(Street)  ORLANDO, FL 32809			4. If Amendment, Date Original Filed(Month/Day/Year) 10/03/2007						Pres of LongHorn Steakhouse  6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. Transa Code (Instr.	8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) o l of (D	)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2007			A(1)		1,517	A	\$0	1,517	D	
Common Stock	10/01/2007			A(1)		1,549	A	\$ 0	3,066	D	
Common Stock	10/01/2007			A(1)		1,670	A	\$0	4,736	D	
Common Stock	10/01/2007			A(2)		4,332	A	\$0	9,068	D	
Common Stock	10/01/2007			A		7,801	A	\$ 0	16,869	D	

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Common Stock 10/01/2007 F 1,538 D \$43 15,331 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Incentive Stock Option	\$ 16.77	10/01/2007		A(3)	17,888	10/01/2007	12/31/2010	Common Stock	17
Non-Qualified Stock Option (Right-to-Buy)	\$ 16.77	10/01/2007		A(3)	2,071	10/01/2007	12/31/2010	Common Stock	2
Non-Qualified Stock Option (Right-to-Buy)	\$ 13.55	10/01/2007		A(3)	1,491	10/01/2007	10/25/2011	Common Stock	1
Non-Qualified Stock Option (Right-to-Buy)	\$ 13.55	10/01/2007		A(3)	2,945	10/01/2007	10/25/2011	Common Stock	2
Non-Qualified Stock Option (Right-to-Buy)	\$ 19.6	10/01/2007		A(3)	3,937	10/01/2007	07/01/2012	Common Stock	3
Incentive Stock Option	\$ 19.6	10/01/2007		A(3)	1,940	10/01/2007	07/01/2012	Common Stock	1
Non-Qualified Stock Option (Right-to-Buy)	\$ 17.6	10/01/2007		A(3)	1,893	10/01/2007	09/30/2012	Common Stock	1
Incentive Stock Option	\$ 17.6	10/01/2007		A(3)	934	10/01/2007	09/30/2012	Common Stock	
Non-Qualified Stock Option	\$ 20.63	10/01/2007		A(3)	3,510	10/01/2007	12/30/2012	Common Stock	3

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(Righ	t-to-Buy)								
Incen Optio	tive Stock n	\$ 20.63	10/01/2007	A(3)	1,729	10/01/2007	12/30/2012	Common Stock	1
Stock	Qualified Option t-to-Buy)	\$ 20.93	10/01/2007	A(3)	4,452	10/01/2007	03/31/2013	Common Stock	4
Stock	Qualified Option t-to-Buy)	\$ 22.19	10/01/2007	A(3)	34,959	10/01/2007	05/05/2013	Common Stock	34
Incen Optio	tive Stock n	\$ 22.19	10/01/2007	A(3)	4,961	10/01/2007	05/05/2013	Common Stock	4
Stock	Qualified Option t-to-Buy)	\$ 24.4	10/01/2007	A(3)	6,611	10/01/2007	06/30/2013	Common Stock	6
Stock	Qualified Option t-to-Buy)	\$ 25.25	10/01/2007	A(3)	933	10/01/2007	10/21/2013	Common Stock	9
Incen Optio	tive Stock n	\$ 25.25	10/01/2007	A(3)	1	10/01/2007	10/21/2013	Common Stock	
Stock	Qualified Option t-to-Buy)	\$ 30.6	10/01/2007	A(3)	6,392	10/01/2007	02/10/2014	Common Stock	6
Incen Optio	tive Stock n	\$ 30.6	10/01/2007	A(3)	3,149	10/01/2007	02/10/2014	Common Stock	3
Stock	Qualified Option t-to-Buy)	\$ 29.48	10/01/2007	A(3)	4,829	10/01/2007	04/20/2014	Common Stock	4
Incen Optio	tive Stock n	\$ 29.48	10/01/2007	A(3)	160	10/01/2007	04/20/2014	Common Stock	
Stock	Qualified Option t-to-Buy)	\$ 29.48	10/01/2007	A(3)	8,871	10/01/2007	04/20/2014	Common Stock	8
Stock	Qualified Option t-to-Buy)	\$ 30.22	10/01/2007	A(3)	4,990	10/01/2007	07/20/2014	Common Stock	4
Stock	Qualified Option t-to-Buy)	\$ 34.03	10/01/2007	A(3)	2,217	10/01/2007	10/19/2014	Common Stock	2
Stock	Qualified Option t-to-Buy)	\$ 35.51	10/01/2007	A(3)	7,841	10/01/2007	02/08/2016	Common Stock	7
	Qualified Option	\$ 35.51	10/01/2007	A(3)	10,682	10/01/2007	02/08/2016	Common Stock	10

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(Right-to-Buy)									
Non-Qualified Stock Option (Right-to-Buy)	\$ 35.94	10/01/2007	A	(3)	10,947	10/01/2007	02/13/2017	Common Stock	10
Restricted Stock Units	\$ 0 (6)	10/01/2007	A	(5)	2,104	<u>(6)</u>	<u>(6)</u>	Common Stock	2
Non-Qualified Stock Option (Right-to-Buy)	\$ 43	10/01/2007	1	A	36,143	<u>(4)</u>	10/01/2017	Common Stock	36

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GEORGE DAVID C 5900 LAKE ELLENOR DRIVE ORLANDO, FL 32809

Pres of LongHorn Steakhouse

## **Signatures**

By: Douglas E. Wentz, Attorney-in-Fact for David C.

George
10/09/2007

\*\*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).
- Pursuant to the merger of RARE Hospitality International, Inc. ("RARE") into a wholly-owned subsidiary of Darden Restaurants, Inc. ("Darden") on October 1, 2007 (the "Merger"), 100% of the shares of restricted stock granted to the reporting person under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan relating to the common stock of RARE vested, and pursuant to the Merger, such shares were converted into shares of Darden common stock that were issued to the reporting person.
- Pursuant to the Merger, two-thirds of the performance-based restricted stock units were automatically converted into Darden shares of restricted stock relating to the number of shares Darden common stock indicated.
  - Pursuant to the Merger, an option granted to the reporting person to purchase shares of RARE common stock under the RARE
- (3) Hospitality International, Inc. 1997 Long-Term Incentive Plan or the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan vested in its entirety, and pursuant to the Merger, such option was converted into an option to purchase the number of shares of Darden common stock indicated.
- (4) Option vests in equal installments on October 1, 2010 and on October 1, 2011.
- (5) Pursuant to Merger, one-third of the performance-based restricted stock units were automatically converted into Darden restricted stock units relating to the number of shares of Darden common stock indicated.
- (6) All Darden restricted stock units settle in shares of Darden common stock on a one-for-one basis on January 2, 2008.

#### **Remarks:**

This filing is amended to (i) include footnotes which were inadvertently omitted from the original filing, (ii) delete the fourth a Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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