DARDEN RESTAURANTS INC

Form 4 May 10, 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

Section	n 30(f) of the Investr	nent Comp	any Act of 1940	
	longer subject to Sec e Instruction 1(b).	ction 16.	Form 4 or Form 5 obl	igations
1. Name and Address	of Reporting Person*			
Helsel	Stephen		Е.	
(Last)	(First)		(Middle)	
5900 LAKE ELLENOR DRI	VE			
	(Street	 :)		
ORLANDO	FL		32859-3330	
(City)	(State)		(Zip)	
DARDEN RESTAURANTS, I	NC. (DRI)			
3. IRS Identification	on Number of Reporting	g Person,	if an Entity (Volunt	ary)
4. Statement for Mo:	nth/Year			
4/2002				
5. If Amendment, Da	te of Original (Month,	Year)		
6. Relationship of 1 (Check all applied	Reporting Person to Is	ssuer		
[_] Director [X] Officer (gi SENIOR VICE PRESIDENT	ve title below)	[_]	10% Owner Other (specify below)
7. Individual or Jo	int/Group Filing (Chec	ck applic	able line)	
[X] Form filed	oy one Reporting Perso	on		

[_] Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired (A) or Disposed of (D) Transaction (Instr. 3, 4 and 5) Code Transaction (Instr. 8) (A) 1. Title of Security Amount or Price (mm/dd/yy) Code V (Instr. 3) (D) 04/22/02 M 3,724 A \$11.3081 Common Stock 04/22/02 M 1,676 A \$12.4926 Common Stock ______ 04/22/02 S 3,724 D Common Stock \$39.30 04/22/02 S Common Stock 863 D \$39.32

* If the Form is filed by more than one Reporting Person, see Instruction $4\,\mbox{(b)}\,\mbox{(v)}$.

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)

	Deriv- ative	(Month/	(Instr.	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)	
1. Title of Derivative Security (Instr. 3)									Amount
						Date	Expira- tion	or Num of	Number
			Code V	(A) (D)	Title			Shares	
Stock Option (right to buy)	\$11.3081	04/22/02	M		3 , 724	06/22/96		Common Stock	3,724
Stock Option (right to buy)	\$12.4926	04/22/02	М		1,676	09/21/96	10/21/02	Common Stock	1,676
==========	=======	=======	======			=======		=======	

Explanation of Responses:

¹ The prices and amounts of securities reported in this Form 4 for transactions occurring during April 2002 have not been adjusted to reflect Darden's 3-for-2 stock split in the form of a 50% share dividend that was payable on May 1, 2002. Prices and amounts of securities will be adjusted to reflect the 3-for-2 split in the next Form 4 or Form 5 to be filed for the reporting person covering transactions occurring on or after May 1, 2002.

**Signature of Reporting Person

Date

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

STEPHEN HELSEL 5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FLORIDA 32859-3330 DARDEN RESTAURANTS, INC. (DRI) 4/2002

** 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.

Page 2