DARDEN RESTAURANTS INC

Form 4

December 30, 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 30(f) (of the Investment Comp	eany Act of 1940						
[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).								
1. Name and Address of Reporting Person*								
Shives	ves Paula J.							
(Last)	(First)	(Middle)						
5900 LAKE ELLENOR DRIVE P.O. Box 593330								
	(Street)							
ORLANDO	FLORIDA	32859-3330						
(City)	(State)	(Zip)						
2. Issuer Name and Ticker of	r Trading Symbol							
DARDEN RESTAURANTS, INC. (DR	DARDEN RESTAURANTS, INC. (DRI)							
3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)								
4. Statement for Month/Year	4. Statement for Month/Year							
12/27/2002								
5. If Amendment, Date of Or:	iginal (Month/Year)							
6. Relationship of Reporting Person to Issuer (Check all applicable)								
[] Director [X] Officer (give title		10% Owner Other (specify below)						
SVP & GENERAL COUNSEL								
. Individual or Joint/Group Filing (Check applicable line)								
[X] Form filed by one Reporting Person								

[_] Form filed by more than one Reporting Person

or Beneficially Owned 4. Securities Acquired (A) o 3. Disposed of (D) Transaction (Instr. 3, 4 and 5) 2. Code Transaction (Instr. 8)	Table I Non-Der	======================================			======== ed of,	===	
Securities Acquired (A) o 3. Disposed of (D) 1. Transaction (Instr. 8) 1. Transaction (Instr. 8) 1. Transaction (Instr. 8) 1. Title of Security (mm/dd/yy) Code V Common Stock 12/27/02 G V 150 D Common Stock 12/27/02 G V 150 D The security (mm/dd/yy) Code V (D) To security (mm/dd/yy) Code V (D) The security (mm/dd/yy) Code V (D) The securities Acquired (A) o Disposed of (D) Amount or Pr The security (mm/dd/yy) Code V (D) The securities Acquired (A) o Disposed of (D) The securities Acquired (A) or Disposed (A) or Dispose		or Beneficially Owned				===	
1. Transaction (Instr. 8) (A) Title of Security (mm/dd/yy) Code V (Instr. 3) (mm/dd/yy) Code V (D) Common Stock 12/27/02 G V 150 D Common Stock 12/27/02 G V 150 D * 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.		2	Transaction		Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)		
* 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.	Title of Security	Transaction Date	(Instr			(A) or	Price
* 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.	Common Stock	12/27/02	G 	V	150	D	
* 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.							
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4 (b) (v). Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
owned directly or indirectly.		more than one Reporti	ng Persor	n, see	Instruction		
(Print or Type Response) (Over)			of secui	rities	beneficially		
	(Print or Type Response	e)		(Ove	er)	

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conver- sion Number of Derivative 6. Securities Title and Amount of Underlying Exer- 4. Securities Date Securities Cise 3. Trans- Acquired (A) Exercisable and (Instr. 3 and 4)									
1.	Price of	Trans- action	action Code	or Disposed of(D)		lon Date Day/Year)		Amount	
Title of Derivative	Deriv- ative	Date (Month/		(Instr. 3, 4 and 5)		Emino		or	
Security	Secur-	•		4 and 5)		Expira- tion		Number of	
(Instr. 3)	ity	Year)		(A) (D)			Title	Shares	
Explanation of Regnances									
Explanation of Responses:									
Note 1: Represents amount of securities beneficially owned as of 12/27/02.									

/s/ Paula J. Shives 12/30/02 _____ _____ Date

**Signature of Reporting Person

BY: PAULA J. SHIVES 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.

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