DARDEN RESTAURANTS INC

Form 4 July 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **SWEATT BLAINE III**

2. Issuer Name and Ticker or Trading Symbol

Issuer

DARDEN RESTAURANTS INC [DRI]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X Director _X__ Officer (give title _

10% Owner Other (specify

(Month/Day/Year)

below)

06/30/2006

EVP & President, New Business

DRIVE, P.O. BOX 593330

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

ORLANDO, FL 32859-3330

5900 LAKE ELLENOR

(City)	(State) ((Zip) Tabl	e I - Non-D	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficiall	y 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. Securitor(A) or Di (Instr. 3,	sposed 4 and (A) or	d 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	06/30/2006		M	4,415	A	\$ 0	328,037	D	
Common Stock	06/30/2006		F	3,825	D	\$ 39.095	324,212	D	
Common Stock							2,153.765 <u>(1)</u>	I	Savings Plan

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

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(9-02)

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displays a currently valid OMB control number.

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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Units	\$ 0 (2)	06/30/2006		M	2,529	06/19/2013(3)	06/19/2013	Common Stock	2,529
Restricted Stock Units	\$ 0 (2)	06/30/2006		M	1,886	06/15/2014(3)	06/15/2014	Common Stock	1,886

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
SWEATT BLAINE III 5900 LAKE ELLENOR DRIVE P.O. BOX 593330 ORLANDO, FL 32859-3330	X		EVP & President, New Business				

Signatures

Douglas E. Wentz., Attorney-in-fact for SWEATT, III, BLAINE, 5900 Lake Ellenor Drive, P.O. Box 593330, Orlando, FL 32859-3330, Darden Restaurants, Inc. (DRI)

07/05/2006

**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).
- The number of shares reported is based on a plan statement dated June 30, 2006 and is derived from an undivided interest in a fund (1) consisting of both Darden common stock and a small cash position that fluctuates from time to time. The number of shares reported may change based on the size of the cash position at the time of reporting.
- (2) The actual conversion rate is 1-for-1.
- (3) Restricted stock units converted to common stock pursuant to performance-based vesting.

Reporting Owners 2

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