

DARDEN RESTAURANTS INC
 Form 4
 January 29, 2008

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 *
 Richmond C Bradford

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)
 5900 LAKE ELLENOR DRIVE, PO BOX 593330
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/22/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO, SVP

ORLANDO, FL 32859-3330

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

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/22/2008	01/25/2008	J ⁽¹⁾	5,763.3297 A	28,790.3297	D	
Common Stock	01/22/2008	01/25/2008	J ⁽¹⁾	5,763.3297 D	\$ 22.87	D	

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

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SEC 1474 (9-02)

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount of Number of Shares
Phantom Stock	(2)	01/22/2008	01/25/2008	J(1)	5,763.3297	(2) (2)	Common Stock 5,763.32

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richmond C Bradford 5900 LAKE ELLENOR DRIVE PO BOX 593330 ORLANDO, FL 32859-3330			CFO, SVP	

Signatures

Dougless E. Wentz, Attorney-in-fact for C. Bradford
Richmond
01/29/2008

**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).
- (1) Deemed conversion of phantom stock into common stock and simultaneous deemed disposition of such common stock totally in exchange for cash from a multi-fund deferred compensation plan that includes a Darden phantom stock unit fund.
- (2) Each share of phantom stock is the economic equivalent of one share of Darden common stock. The shares of phantom stock become payable in cash upon settlement.
- (3) The number of shares of phantom stock reported is based on a plan statement dated December 31, 2007 and is derived from an undivided interest in a fund 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 and also includes phantom stock acquired pursuant to dividend equivalent reinvestments.

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.