

DARDEN RESTAURANTS INC
 Form 4
 February 29, 2016

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 *
 Smith Jeffrey C

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)
 777 THIRD AVENUE, 18TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

(City) (State) (Zip)

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

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) Code V Amount (D) Price			
Common Stock	02/25/2016		S(6)	11,649 D \$ 63.5051	3,490,325	I	By Managed Accounts of Starboard Value LP ⁽¹⁾
Common Stock	02/25/2016		S(6)	8,489 D \$ 63.5051	2,543,354	I	By Starboard Leaders Delta LLC ⁽²⁾
Common Stock	02/25/2016		S(6)	781 D \$ 63.5051	233,920	I	By Starboard

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Common Stock	02/25/2016	<u>S(6)</u>	6,226	D	\$ 63.5051	1,865,579	I	Value and Opportunity C LP <u>(3)</u> By Starboard Value and Opportunity Master Fund Ltd <u>(4)</u>
Common Stock	02/25/2016	<u>S(6)</u>	1,424	D	\$ 63.5051	426,757	I	By Starboard Value and Opportunity S LLC <u>(5)</u>
Common Stock	02/25/2016	<u>S(6)</u>	18,349	D	\$ 63.7631	3,471,976	I	By Managed Accounts of Starboard Value LP <u>(1)</u>
Common Stock	02/25/2016	<u>S(6)</u>	13,371	D	\$ 63.7631	2,529,983	I	By Starboard Leaders Delta LLC <u>(2)</u>
Common Stock	02/25/2016	<u>S(6)</u>	1,230	D	\$ 63.7631	232,690	I	By Starboard Value and Opportunity C LP <u>(3)</u>
Common Stock	02/25/2016	<u>S(6)</u>	9,807	D	\$ 63.7631	1,855,772	I	By Starboard Value and Opportunity Master Fund Ltd <u>(4)</u>
Common Stock	02/25/2016	<u>S(6)</u>	2,243	D	\$ 63.7631	424,514	I	By Starboard Value and Opportunity S LLC <u>(5)</u>
Common Stock	02/26/2016	<u>S(6)</u>	27,776	D	\$ 63.8549	3,444,200	I	By Managed Accounts of Starboard Value LP <u>(1)</u>
Common Stock	02/26/2016	<u>S(6)</u>	20,239	D	\$ 63.8549	2,509,744	I	By Starboard Leaders

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Common Stock	02/26/2016	S ⁽⁶⁾	1,861	D	\$ 63.8549	230,829	I	Delta LLC ⁽²⁾ By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock	02/26/2016	S ⁽⁶⁾	14,846	D	\$ 63.8549	1,840,926	I	By Starboard Value and Opportunity Master Fund Ltd ⁽⁴⁾
Common Stock	02/26/2016	S ⁽⁶⁾	3,396	D	\$ 63.8549	421,118	I	By Starboard Value and Opportunity S LLC ⁽⁵⁾
Common Stock	02/26/2016	S ⁽⁶⁾	50,927	D	\$ 64.2064	3,393,273	I	By Managed Accounts of Starboard Value LP ⁽¹⁾
Common Stock	02/26/2016	S ⁽⁶⁾	37,110	D	\$ 64.2064	2,472,634	I	By Starboard Leaders Delta LLC ⁽²⁾
Common Stock	02/26/2016	S ⁽⁶⁾	3,413	D	\$ 64.2064	227,416	I	By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock	02/26/2016	S ⁽⁶⁾	27,220	D	\$ 64.2064	1,813,706	I	By Starboard Value and Opportunity Master Fund Ltd ⁽⁴⁾
Common Stock	02/26/2016	S ⁽⁶⁾	6,227	D	\$ 64.2064	414,891	I	By Starboard Value and Opportunity S LLC ⁽⁵⁾
Common Stock	02/29/2016	S ⁽⁶⁾	12,974	D	\$ 63.8024	3,380,299	I	By Managed Accounts of Starboard

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									Value LP ⁽¹⁾
Common Stock	02/29/2016	S ⁽⁶⁾	9,454	D	\$ 63.8024	2,463,180	I		By Starboard Leaders Delta LLC ⁽²⁾
Common Stock	02/29/2016	S ⁽⁶⁾	869	D	\$ 63.8024	226,547	I		By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock	02/29/2016	S ⁽⁶⁾	6,934	D	\$ 63.8024	1,806,772	I		By Starboard Value and Opportunity Master Fund Ltd ⁽⁴⁾
Common Stock	02/29/2016	S ⁽⁶⁾	1,586	D	\$ 63.8024	413,305	I		By Starboard Value and Opportunity S LLC ⁽⁵⁾
Common Stock	02/29/2016	S ⁽⁶⁾	1,959	D	\$ 64.1212	3,378,340	I		By Managed Accounts of Starboard Value LP ⁽¹⁾
Common Stock	02/29/2016	S ⁽⁶⁾	1,428	D	\$ 64.1212	2,461,752	I		By Starboard Leaders Delta LLC ⁽²⁾
Common Stock	02/29/2016	S ⁽⁶⁾	131	D	\$ 64.1212	226,416	I		By Starboard Value and Opportunity C LP ⁽³⁾
Common Stock	02/29/2016	S ⁽⁶⁾	1,047	D	\$ 64.1212	1,805,725	I		By Starboard Value and Opportunity Master Fund Ltd ⁽⁴⁾
Common Stock	02/29/2016	S ⁽⁶⁾	240	D	\$ 64.1212	413,065	I		By Starboard Value and Opportunity

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Shares owned directly by Starboard Leaders Delta LLC ("Starboard Delta LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard Delta LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard Delta LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Shares owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) Shares owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard V&O Fund for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) Shares owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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