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DARDEN RESTAURANTS INC
Form 8-K
September 22, 2005

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: September 21, 2005
(date of earliest event reported)

DARDEN RESTAURANTS, INC.
(Exact name of registrant as specified in its charter)

Commission File Number: 1-13666

Florida 59-3305930
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

5900 Lake Ellenor Drive, Orlando, Florida 32809
(Address of principal executive offices, including zip code)

(407) 245-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition.

Darden Restaurants, Inc. issued a news release dated September 22, 2004, entitled "Darden Restaurants Reports a 20% Increase in First Quarter Diluted Net Earnings Per Share to 53 Cents; Increases Semi-Annual Dividend 400% to 20 Cents Per Share; Re-Affirms Annual Earnings Guidance," a copy of which is furnished herewith as Exhibit 99 to this Current Report on Form 8-K.

The information in this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information in this Item 2.02 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

At the Annual Meeting of Shareholders held on September 21, 2005, the shareholders of the Company took the following actions:

1. Elected 14 directors: Leonard L. Berry; Odie C. Donald; David H. Hughes; Charles A. Ledsinger, Jr.; Joe R. Lee; William M. Lewis, Jr.; Senator Connie Mack, III; Andrew H. (Drew) Madsen; Clarence Otis, Jr.; Michael D. Rose; Maria A. Sastre; Jack A. Smith; Blaine Sweatt, III; and Rita P. Wilson.

2. Approved the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending May 28, 2006.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

The following exhibit is being furnished with this Current Report:

| Exhibit Number (by reference to Item 601 of Regulation S-K) | Description |
|--|---|
| 99 | Press Release dated September 22, 2005, entitled "Darden Restaurants Reports a 20% Increase in First Quarter Diluted Net Earnings Per Share to 53 Cents; Increases Semi-Annual Dividend 400% to 20 Cents Per Share; Re-Affirms Annual Earnings Guidance." |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DARDEN RESTAURANTS, INC.

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By: /s/ Paula J. Shives

Paula J. Shives
Senior Vice President, General
Counsel and Secretary

Date: September 22, 2005

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EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|----------------|---|
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