DARDEN
RESTAURANTS

Red Lobster® Olive Garden® LongHorn Steakhouse® The Capital Grille® Bahama Breeze® Seasons 52®

PAULA J. SHIVES
Senior Vice President
General Counsel and Secretary

August 14, 2009

Via Email: rule-comments@sec.gov

Ms. Elizabeth M. Murphy, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

Re: Facilitating Shareholder Director Nominations,
Release Nos. 33-9046; 34-60089; IC-28765;
File No. S7-10-09 (June 10, 2009)

Dear Ms. Murphy:

Darden Restaurants, Inc. ("Darden") appreciates the opportunity to comment on the above-referenced release on facilitating shareholder director nominations ("Proposal") issued by the Securities and Exchange Commission ("Commission"). Darden, headquartered in Orlando, FL, is the world's largest company-owned and operated full-service restaurant company with over $7.2 billion in annual sales and approximately 180,000 employees. Our brands include Red Lobster, Olive Garden, LongHorn Steakhouse, The Capital Grille, Bahama Breeze and Seasons 52.

Darden has a proven track record of commitment to good corporate governance, including in the area of director elections. All of our directors are elected annually; we do not have a classified board. Ten of our 12 current directors are independent, and we have a lead independent director. Our Bylaws provide that in an uncontested election, if a nominee for director does not receive the vote of at least a majority of the votes cast, the director will tender his or her resignation. Other Darden governance practices include meaningful director (and executive) stock ownership guidelines, and a formal written policy on related party transactions. We also have a published procedure by which the Nominating & Governance Committee will consider director candidates recommended by our shareholders. Under this procedure, there are no differences in the manner of evaluation if the nominee is recommended by a shareholder.

We oppose the proxy access right in the Proposal for the following reasons:

1. A federal proxy access right is unnecessary. No state laws currently prohibit stockholders from nominating directors. Many companies, including Darden, already have clear procedures for considering director candidates recommended by shareholders. Moreover, there have been dramatic changes in corporate governance in recent years. Many companies, including Darden, have adopted a majority voting standard for uncontested elections of directors. This is significant, because while shareholders have always had the ability to generate "vote no" campaigns, their efforts now have greater potential impact. It also seems clear that the states, which traditionally have had the exclusive authority to regulate domestic corporations, will address this issue. The State of Delaware already has adopted amendments to the Delaware General Corporation Law to enable shareholders to adopt bylaws that enable proxy access for director nominations. History suggests that other states will follow Delaware's lead. Indeed, in June of 2009, the American Bar Association's Corporate Laws Committee approved similar clarifications to the Model Business Corporation Act ("Model Act") that would confirm the legality of shareholder access bylaws, and allow provisions for reimbursement of expenses incurred in promoting director candidates. It is noteworthy that these changes to the Model Act were viewed as confirming existing law, rather than creating new law. Darden is a Florida corporation, and the Florida Business Corporation Act is based on the Model Act. Given these developments, the Commission should not preempt state law with a "one-size-fits-all" approach that substitutes the Commission's judgment for that of shareholders, boards and state legislatures who already are responding to this issue.

2. A federal proxy access right could have serious unintended consequences. The Commission's Proposal does not address the likely extent to which shareholders might be expected to take advantage of proxy access, or the potential negative consequences of extensive use thereof, but each point is certainly worth considering. At Darden, while our shareholder base fluctuates, it appears that at present approximately 20 different shareholders hold at least 1% of our stock, and about 45 shareholders own at least 0.5% of our stock. With the low thresholds for proxy access in the Proposal and the ability to aggregate holdings to meet them, many individuals and institutions could, with ease, act in concert to propose nominees, every year, for a significant number of companies. In each case, boards and management will be forced to react, regardless of the merits of the shareholder nominees, and divert significant resources away from the core purpose of running the company's business. And this could occur for months at a time, year after year.

The overall effectiveness of company boards also could suffer if a federal proxy access right is adopted. Individual shareholders are not necessarily representative of the broad interests of a company. They may represent short term financial interests or narrow agendas. Their director candidates may not have the expertise or experience needed by the board and company. A federal proxy right in such cases could repeatedly turn director elections into contentious proxy contests, with the concomitant disruption and expense.

3. If the Proposal nevertheless is adopted, it should be changed significantly. If the Commission nevertheless concludes that a federal proxy access right is necessary, significant changes to the Proposal should be adopted. The Proposal should be revised to require that shareholders wishing to nominate directors through the proxy statement own a meaningful percentage of a company's shares, and for a significant period of time. We suggest a minimum ownership level of 5% for a single shareholder and 10% for a coordinated group of shareholders. The Proposal also should include a longer minimum holding period of two years, and a requirement that nominating shareholders pledge to retain their shares through at least the first term of their director nominee(s).

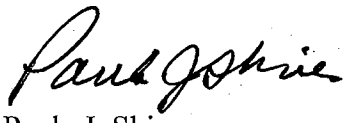
The Proposal should be revised to limit the number of proxy access nominees to one director each annual meeting season. It is not in the best interests of either companies or their shareholders to simultaneously add multiple new directors with little or no experience, which could greatly disrupt the board's function. In the case of multiple proxy access nominees, the nominee submitted by the largest shareholder, or by the shareholder who has held company shares the longest, should be included, rather than the first one submitted, as proposed by the Commission.

A shareholder whose previous nominee via access to the proxy statement failed to obtain at least 25% of votes cast should not be permitted to nominate another director through a company's proxy statement for at least three years. All shareholder nominees given access to the proxy statement should be required to satisfy the independence and qualification requirements adopted by the board of directors and disclosed in the proxy statement.

The rules also should require proxy access nominees to be independent from the nominating shareholder or shareholder group. This requirement is essential to help ensure that director candidates are not chosen based on their allegiance to the narrow interests of a particular shareholder to the possible detriment of others.

We appreciate the opportunity to submit our comments on the Proposal, and thank you for your time in considering our views.

Respectfully submitted,



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