

DARLING INTERNATIONAL INC

Form 4

March 19, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Griffin Martin W.

(Last) (First) (Middle)

C/O GRIFFIN INDUSTRIES
LLC, 4221 ALEXANDRIA PIKE

(Street)

COLD SPRING, KY 41076

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

DARLING INTERNATIONAL INC
[DAR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP - Chief Operations Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/17/2014		S		4,126	D \$ 20.0687 (1)	350,473	D	
Common Stock	03/17/2014		S		1,330	D \$ 20.0687 (1)	64,876	I	By Trust I (2)
Common Stock	03/17/2014		S		1,330	D \$ 20.0687 (1)	64,876	I	By Trust II (2)
Common	03/17/2014		S		1,330	D \$	64,876	I	By Trust

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Stock					20.0687 (1)			III (2)
Common Stock	03/17/2014	S	1,330	D	\$ 20.0687 (1)	64,876	I	By Trust IV (2)
Common Stock	03/17/2014	S	1,330	D	\$ 20.0687 (1)	64,876	I	By Trust V (2)
Common Stock	03/17/2014	S	712	D	\$ 20.0687 (1)	34,729	I	By Trust VI (2)
Common Stock	03/17/2014	S	712	D	\$ 20.0687 (1)	34,402	I	By Trust VII (2)
Common Stock	03/17/2014	S	6,056	D	\$ 20.0687 (1)	295,499	I	By Trust VIII (2)
Common Stock	03/18/2014	S	14,961	D	\$ 20.014 (3)	335,512	D	
Common Stock	03/18/2014	S	4,820	D	\$ 20.014 (3)	60,056	I	By Trust I (2)
Common Stock	03/18/2014	S	4,820	D	\$ 20.014 (3)	60,056	I	By Trust II (2)
Common Stock	03/18/2014	S	4,820	D	\$ 20.014 (3)	60,056	I	By Trust III (2)
Common Stock	03/18/2014	S	4,820	D	\$ 20.014 (3)	60,056	I	By Trust IV (2)
Common Stock	03/18/2014	S	4,820	D	\$ 20.014 (3)	60,056	I	By Trust V (2)
Common Stock	03/18/2014	S	2,581	D	\$ 20.014 (3)	32,148	I	By Trust VI (2)
Common Stock	03/18/2014	S	2,581	D	\$ 20.014 (3)	31,821	I	By Trust VII (2)
Common Stock	03/18/2014	S	21,961	D	\$ 20.014 (3)	273,538	I	By Trust VIII (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Griffin Martin W. C/O GRIFFIN INDUSTRIES LLC 4221 ALEXANDRIA PIKE COLD SPRING, KY 41076	EVP - Chief Operations Officer

Signatures

/s/ Martin W.
Griffin 03/19/2014

**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) The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.000 to \$20.110. The reporting person undertakes to provide to Darling International Inc. ("Darling International"), any security holder of Darling International, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(2) The reporting person is a trustee.

(3) The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.000 to \$20.070. The reporting person undertakes to provide to Darling International Inc. ("Darling International"), any security holder of Darling International, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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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