

DARLING INTERNATIONAL INC

Form 4

May 18, 2007

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Myers Mark A

2. Issuer Name **and** Ticker or Trading
Symbol

DARLING INTERNATIONAL INC
[DAR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

907 WALNUT, FOURTH FLOOR

(Street)

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

05/16/2007

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

EVP-COO Midwest Rendering

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DES MOINES,
IOWA, X1 50309-3511

(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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common stock	05/16/2007		S ⁽¹⁾		5,700	D	\$ 8.55	211,927	I by trust
Common stock	05/16/2007		S ⁽¹⁾		5,500	D	\$ 8.56	206,427	I by trust
Common stock	05/16/2007		S ⁽¹⁾		19,000	D	\$ 8.57	187,427	I by trust
Common stock	05/16/2007		S ⁽¹⁾		18,600	D	\$ 8.58	168,827	I by trust
Common stock	05/16/2007		S ⁽¹⁾		3,300	D	\$ 8.59	165,527	I by trust

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Common stock	05/16/2007	<u>S</u> (1)	95,100	D	\$ 8.6	70,427	I	by trust
Common stock	05/16/2007	<u>S</u> (1)	1,900	D	\$ 8.61	68,527	I	by trust
Common stock	05/16/2007	<u>S</u> (1)	900	D	\$ 8.62	67,627	I	by trust

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

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(9-02)

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)	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	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Myers Mark A 907 WALNUT FOURTH FLOOR DES MOINES, IOWA, X1 50309-3511	EVP-COO Midwest Rendering

Signatures

Mark A. Myers 05/18/2007
Signature of Date
Reporting Person

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) Sale was effected pursuant to the Reporting Person's 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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