DARLING INTERNATIONAL INC

Form 4 March 20, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Report Griffin Martin W.	rting Person *	2. Issuer Name and Ticker or Trading Symbol DARLING INTERNATIONAL INC	5. Relationship of Reporting Person(s) to Issuer			
		[DAR]	(Check all applicable)			
(Last) (First) C/O GRIFFIN INDUSTE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify below)			
LLC, 4221 ALEXANDR		03/19/2014	EVP - Chief Operations Officer			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
COLD SPRING, KY 410)76		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

COLD SPRING, KY 41076

	(City)	(State)	(Zip) Tabl	e I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		(D)	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)	
	Common Stock	03/19/2014		S	824	D	\$ 20.0056 (1)	349,649	D	
	Common Stock	03/19/2014		S	266	D	\$ 20.0056 (1)	64,610	I	By Trust I
	Common Stock	03/19/2014		S	266	D	\$ 20.0056 (1)	64,610	I	By Trust II (2)
(Common	03/19/2014		S	266	D	\$	64,610	I	By Trust

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Stock					20.0056 (1)			III <u>(2)</u>
Common Stock	03/19/2014	S	266	D	\$ 20.0056	64,610	I	By Trust IV (2)
Common Stock	03/19/2014	S	266	D	\$ 20.0056 (1)	64,610	I	By Trust V (2)
Common Stock	03/19/2014	S	142	D	\$ 20.0056 (1)	34,587	I	By Trust VI (2)
Common Stock	03/19/2014	S	142	D	\$ 20.0056 (1)	34,260	I	By Trust VII (2)
Common Stock	03/19/2014	S	1,209	D	\$ 20.0056	294,290	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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration	m: .1	or	
				Exercisable	Date	Title Number				
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips				
	Director	10% Owner	Officer	Other	

Reporting Owners 2

Griffin Martin W. C/O GRIFFIN INDUSTRIES LLC 4221 ALEXANDRIA PIKE COLD SPRING, KY 41076

EVP - Chief Operations Officer

Signatures

/s/ Martin W. 03/20/2014 Griffin

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.000 to \$20.011. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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