

DARLING INTERNATIONAL INC  
 Form 4  
 May 16, 2008

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MUSE JOHN O**

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)  
**DARLING INTERNATIONAL INC., 251 O'CONNOR RIDGE BLVD, SUITE 300**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/14/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP- Finance and Admin**

**IRVING, TX 75038**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	05/14/2008		M		71,000 A \$ 4.16	175,199	D
Common stock	05/14/2008		F		19,343 D \$ 15.27	155,856	D
Common stock	05/14/2008		S		1,100 D \$ 14.8701	154,756	D
Common stock	05/14/2008		S		1,000 D \$ 14.88	153,756	D
	05/14/2008		S		300 D \$ 14.9	153,456	D

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Common stock							
Common stock	05/14/2008	S	1,100	D	\$ 14.91	152,356	D
Common stock	05/14/2008	S	3,350	D	\$ 14.92	149,006	D
Common stock	05/14/2008	S	1,000	D	\$ 14.93	148,006	D
Common stock	05/14/2008	S	2,100	D	\$ 14.94	145,906	D
Common stock	05/14/2008	S	2,400	D	\$ 14.95	143,506	D
Common stock	05/14/2008	S	2,500	D	\$ 14.99	141,006	D
Common stock	05/14/2008	S	2,500	D	\$ 15.02	138,506	D
Common stock	05/14/2008	S	3,700	D	\$ 15.03	134,806	D
Common stock	05/14/2008	S	2,800	D	\$ 15.0301	132,006	D
Common stock	05/14/2008	S	1,150	D	\$ 15.05	130,856	D
Common stock	05/14/2008	S	1,324	D	\$ 15.09	129,532	D
Common stock	05/14/2008	S	925	D	\$ 15.1	128,607	D
Common stock	05/14/2008	S	251	D	\$ 15.11	128,356	D
Common stock	05/14/2008	S	10,724	D	\$ 15.27	117,632	D
Common stock	05/14/2008	S	300	D	\$ 15.28	117,332	D
Common stock	05/14/2008	S	5,000	D	\$ 15.34	112,332	D
Common stock	05/14/2008	S	5,000	D	\$ 15.4	107,332	D

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

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