

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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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

(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

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

(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	05/14/2008		M		71,000	A	\$ 4.16
Common stock	05/14/2008		F		19,343	D	\$ 15.27
Common stock	05/14/2008		S		1,100	D	\$ 14.8701
Common stock	05/14/2008		S		1,000	D	\$ 14.88
Common stock	05/14/2008		S		300	D	\$ 14.9

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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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 4.16	05/14/2008		M	71,000	<u>(1)</u>	11/19/2014	Common stock	71,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSE JOHN O DARLING INTERNATIONAL INC. 251 O'CONNOR RIDGE BLVD, SUITE 300 IRVING, TX 75038			EVP- Finance and Admin	

Signatures

John O. Muse 05/16/2008
 __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) The options vested in three equal installments on November 19, 2005, 2006 and 2007.

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.