

Carlson C Dean
Form 4
March 28, 2011

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 *
Carlson C Dean

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)
3811, 127TH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2011

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

URBANDALE, IA 50323

(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 or Price		
Common stock					19,187	D	
Common stock	03/24/2011		S		823	D	\$ 14.45 239,555
Common stock	03/24/2011		S		3,900	D	\$ 14.4501 235,655
	03/24/2011		S		300	D	235,355

by C. Dean Carlson Inc.

by C. Dean Carlson Inc.

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Common stock					\$ 14.4505				by C. Dean Carlson Inc.
Common stock	03/24/2011	S	700	D	\$ 14.452	234,655	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	200	D	\$ 14.455	234,455	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	100	D	\$ 14.46	234,355	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	400	D	\$ 14.4605	233,955	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	7,800	D	\$ 14.5	226,155	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	140	D	\$ 14.5007	226,015	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	400	D	\$ 14.51	225,615	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	1,700	D	\$ 14.5105	223,915	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	6,865	D	\$ 14.52	217,050	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	2,600	D	\$ 14.5205	214,450	I		by C. Dean Carlson Inc.
	03/24/2011	S	400	D	\$ 14.53	214,050	I		

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Common stock									by C. Dean Carlson Inc.
Common stock	03/24/2011	S	600	D	\$ 14.54	213,450	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	10,043	D	\$ 14.55	203,407	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	5,000	D	\$ 14.5501	198,407	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	100	D	\$ 14.5525	198,307	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	707	D	\$ 14.56	197,600	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	5,000	D	\$ 14.5601	192,600	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	3,677	D	\$ 14.57	188,923	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	110	D	\$ 14.6	188,813	I		by C. Dean Carlson Inc.

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

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

