

DARLING INTERNATIONAL INC  
 Form 4  
 March 19, 2014

**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 \*  
 Griffin Martin W.

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/17/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP - Chief Operations Officer

C/O GRIFFIN INDUSTRIES  
 LLC, 4221 ALEXANDRIA PIKE

(Street)

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

COLD SPRING, KY 41076

(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	03/17/2014		S		4,126	D		\$ 20.0687 (1)	350,473	D	
Common Stock	03/17/2014		S		1,330	D		\$ 20.0687 (1)	64,876	I	By Trust I (2)
Common Stock	03/17/2014		S		1,330	D		\$ 20.0687 (1)	64,876	I	By Trust II (2)
Common	03/17/2014		S		1,330	D		\$	64,876	I	By Trust

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Stock					20.0687			III <sup>(2)</sup>
					<u>(1)</u>			
Common Stock	03/17/2014	S	1,330	D	\$ 20.0687	64,876	I	By Trust IV <sup>(2)</sup>
					<u>(1)</u>			
Common Stock	03/17/2014	S	1,330	D	\$ 20.0687	64,876	I	By Trust V <sup>(2)</sup>
					<u>(1)</u>			
Common Stock	03/17/2014	S	712	D	\$ 20.0687	34,729	I	By Trust VI <sup>(2)</sup>
					<u>(1)</u>			
Common Stock	03/17/2014	S	712	D	\$ 20.0687	34,402	I	By Trust VII <sup>(2)</sup>
					<u>(1)</u>			
Common Stock	03/17/2014	S	6,056	D	\$ 20.0687	295,499	I	By Trust VIII <sup>(2)</sup>
					<u>(1)</u>			
Common Stock	03/18/2014	S	14,961	D	\$ 20.014	335,512	D	
					<u>(3)</u>			
Common Stock	03/18/2014	S	4,820	D	\$ 20.014	60,056	I	By Trust I <sup>(2)</sup>
					<u>(3)</u>			
Common Stock	03/18/2014	S	4,820	D	\$ 20.014	60,056	I	By Trust II <sup>(2)</sup>
					<u>(3)</u>			
Common Stock	03/18/2014	S	4,820	D	\$ 20.014	60,056	I	By Trust III <sup>(2)</sup>
					<u>(3)</u>			
Common Stock	03/18/2014	S	4,820	D	\$ 20.014	60,056	I	By Trust IV <sup>(2)</sup>
					<u>(3)</u>			
Common Stock	03/18/2014	S	4,820	D	\$ 20.014	60,056	I	By Trust V <sup>(2)</sup>
					<u>(3)</u>			
Common Stock	03/18/2014	S	2,581	D	\$ 20.014	32,148	I	By Trust VI <sup>(2)</sup>
					<u>(3)</u>			
Common Stock	03/18/2014	S	2,581	D	\$ 20.014	31,821	I	By Trust VII <sup>(2)</sup>
					<u>(3)</u>			
Common Stock	03/18/2014	S	21,961	D	\$ 20.014	273,538	I	By Trust VIII <sup>(2)</sup>
					<u>(3)</u>			

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)

