

DARLING INTERNATIONAL INC
 Form 4
 March 20, 2014

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 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)
 C/O GRIFFIN INDUSTRIES
 LLC, 4221 ALEXANDRIA PIKE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2014

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

COLD SPRING, KY 41076

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 | 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 (2) |
| 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 |

Edgar Filing: DARLING INTERNATIONAL INC - Form 4

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

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)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP - Chief Operations Officer

Signatures

/s/ Martin W.
Griffin

03/20/2014

__Signature of
Reporting Person

Date

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).

- 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.
- (1) 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.