

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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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)

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	350,473	D	
								\$			
								(1)			
Common Stock	03/17/2014		S			1,330	D	20.0687	64,876	I	By Trust I
								\$			
								(1)			
Common Stock	03/17/2014		S			1,330	D	20.0687	64,876	I	By Trust II (2)
								\$			
								(1)			
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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(9-02)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

**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                      03/19/2014

\*\*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).
- (1) The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.000 to \$20.110. 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.
- (2) The reporting person is a trustee.
- (3) The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.000 to \$20.070. 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.
- 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.