

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

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

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

