

MUSE JOHN O
Form 4
March 18, 2019

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 *
MUSE JOHN O

2. Issuer Name and Ticker or Trading Symbol
DARLING INGREDIENTS INC.
[DAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

DARLING INGREDIENTS
INC., 251 O'CONNOR RIDGE
BLVD, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2019

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

(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

IRVING, TX 75038

(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	03/14/2019		M		6,189	A	\$ 16.98
Common Stock	03/14/2019		M		13,019	A	\$ 16.53
Common Stock	03/14/2019		M		16,180	A	\$ 19.94
Common Stock	03/14/2019		M		68,578	A	\$ 8.51
	03/14/2019		M		21,049	A	
							205,238
							226,287

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Common Stock					\$			
					11.97			
Common Stock	03/14/2019		F	92,596	D	\$ 21.2	133,691	D

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)

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. Amount or Number of Shares
Options (right to buy)	\$ 16.98	03/14/2019		M	6,189	<u>(1)</u> 03/06/2022	Common Stock	6,189
Options (right to buy)	\$ 16.53	03/14/2019		M	13,019	<u>(2)</u> 03/05/2023	Common Stock	13,019
Options (right to buy)	\$ 19.94	03/14/2019		M	16,180	<u>(3)</u> 03/04/2024	Common Stock	16,180
Options (right to buy)	\$ 8.51	03/14/2019		M	68,578	<u>(4)</u> 02/25/2026	Common Stock	68,578
Options (right to buy)	\$ 11.97	03/14/2019		M	21,049	<u>(5)</u> 03/07/2026	Common Stock	21,049

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP- Chief Admin. Officer	

MUSE JOHN O
DARLING INGREDIENTS INC.
251 O'CONNOR RIDGE BLVD, SUITE 300
IRVING, TX 75038

Signatures

John O. Muse

03/18/2019

**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) Options granted pursuant to the 2004 Omnibus Incentive Plan to purchase 6,188 shares became exercisable on each of 3/6/2012 and 3/6/2013 and 6,189 shares became exercisable on each of 3/6/2014 and 12/31/2014.
- (2) Options granted pursuant to the 2012 Omnibus Incentive Plan to purchase 6,509 shares became exercisable on each of 3/5/2013 and 3/5/2014 and 13,019 shares became exercisable on 12/31/2014.
- (3) Options granted pursuant to the 2012 Omnibus Incentive Plan to purchase 5,393 shares became exercisable on 3/4/2014 and 16,180 shares became exercisable on 12/31/2014.
- (4) Options granted pursuant to the 2012 Omnibus Incentive Plan to purchase 22,859 shares became exercisable on each of 2/25/2017 and 2/25/2018 and 22,860 shares became exercisable on 2/25/2019.
- (5) Options granted pursuant to the 2012 Omnibus Incentive Plan to purchase 5,262 shares became exercisable on each of 3/7/2016, 3/7/2017 and 3/7/2018 and 5,263 shares became exercisable on 3/7/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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