DARLING INTERNATIONAL INC

Form 4

March 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STUEWE RANDALL C Issuer Symbol DARLING INTERNATIONAL INC (Check all applicable) [DAR] 3. Date of Earliest Transaction (Last) (First) (Middle) _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) DARLING INTERNATIONAL 03/04/2014 Chairman and CEO INC., 251 O'CONNOR RIDGE BLVD., SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting IRVING, TX 75038 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V (D) Price Amount Common 03/04/2014 \$0 D Α 135,115 Α 1,058,149 stock Common 03/04/2014 F 14,170 D 1.043,979 D stock Common 03/05/2014 F 17,103 D D 1,026,876 stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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5. Number of 6. Date Exercisable and

7. Title and Amount

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

3. Transaction Date 3A. Deemed

Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securitie	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	or Disposed of (D)	(Month/Day/Year)		(Instr. 3 and	4)
					(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amour or Numb
Options(right to buy)	\$ 19.94	03/04/2014		Code V	(A) (D) 61,124	<u>(1)</u>	03/04/2024	Common stock	of Sha

4.

Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			
STUFWE RANDALL C							

DARLING INTERNATIONAL INC. 251 O'CONNOR RIDGE BLVD., SUITE 300 IRVING, TX 75038

X

Chairman and CEO

Signatures

1. Title of

Randall C. Stuewe 03/06/2014

**Signature of Date
Reporting Person

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).
- Options granted pursuant to the 2012 Omnibus Incentive Plan to purchase 15,281 shares become exercisable on each of 03/4/14, 03/4/15, 03/4/16 and 03/4/17.

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.

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