

DARLING INTERNATIONAL INC
Form SC 13D/A
August 29, 2003

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Darling International Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

0002372661

(CUSIP Number)

Laurence Goldman, Esq.
1 Bank One Plaza
Chicago, Illinois 60670
(312) 732-3565
(312) 732-8362

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

August 27, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box, .

Note: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No. 0002372661

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BANK ONE CORPORATION 31-0738296

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS*

Not Applicable

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

Not Applicable

6) CITIZENSHIP OF PLACE OF ORGANIZATION

Delaware

Number of Shares
Beneficially Owned by
Each Reporting Person

(7) SOLE VOTING POWER
0

With

(8) SHARED VOTING POWER
0

(9) SOLE DISPOSITIVE POWER
0

(10) SHARED DISPOSITIVE POWER
0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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12) CHECK BOX IF THE AGGREGATE AMOUNT OWNED IN ROW (11) EXCLUDES CERTAIN
SHARES*

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0

14) TYPE OF REPORTING PERSON*
CO, HC

SCHEDULE 13D

CUSIP No. 0002372661

7) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bank One, National Association

8) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(c)

9) SEC USE ONLY

10) SOURCE OF FUNDS*

Not Applicable

11) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

Not Applicable

12) CITIZENSHIP OF PLACE OF ORGANIZATION

United States

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| | |
|--|------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person | (7) SOLE VOTING POWER 0 |
| With | (8) SHARED VOTING POWER 0 |
| | (11) SOLE DISPOSITIVE POWER 0 |
| | (12) SHARED DISPOSITIVE POWER 0 |
| ----- | |
| 12) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 0 |
| ----- | |
| 12) CHECK BOX IF THE AGGREGATE AMOUNT OWNED IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/> | |
| ----- | |
| 15) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 0 |
| ----- | |
| 16) TYPE OF REPORTING PERSON* | BK |
| ----- | |

This Amendment No. 1 amends and supplements the Statement on Schedule 13D filed with the Securities and Exchange Commission on May 23, 2002 (the "Statement"). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Statement.

Item 2. Identity and Background.

Item 2 is hereby amended by replacing Schedule A referenced in Item 2(a) and attached to and incorporated into the Statement with Schedule A, as revised, which is attached hereto and incorporated herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to read in its entirety as follows:

On August 27, 2003, the Bank sold all 6,434,923 shares of the Company's common stock in a privately negotiated transaction at a purchase price of \$2.25 per share, for aggregate proceeds of \$14,478,576.75.

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Except as set forth above or as set forth in Item 6 in this Statement, the Reporting Persons have no present plans or proposals which may relate to or would result in any of the following:

(a) The acquisition by any person of any additional securities of the Company, or the disposition of securities of the Company;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of the Company or any of its subsidiaries;

(d) Any change in the present Company Board or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Company Board;

(e) Any material change in the present capitalization or dividend policy of the Company;

(f) Any other material change in the Company's business or corporate structure including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;

(g) Changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;

(h) Causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or

(j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended by replacing Item 5 in its entirety with the following:

(a) None.

(b) Not applicable.

(c) See Item 4 above.

(d) Not applicable.

(e) August 27, 2003.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief,

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each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 29, 2003

BANK ONE, N. A.

By: /s/ Philip D. Martin

Senior Vice President

BANK ONE CORPORATION

By: /s/ Marie I. Jordan

Assistant Secretary

SCHEDULE A (REVISED)

Executive Officers of Bank One Corporation

| Name ----- | Title with Bank One Corp. ----- | Principal Occupation ----- |
|----------------------|--|---|
| James Dimon | Chairman of the Board and Chief Executive Officer | Chairman of the Board and Chief Executive Officer of Bank One Corporation |
| Austin A. Adams | Executive Vice President | Executive Vice President of Bank One Corporation |
| Linda Bammann | Executive Vice President | Executive Vice President of Bank One Corporation |
| James S. Boshart III | Executive Vice President | Executive Vice President of Bank One Corporation |
| William I. Campbell | Executive Vice President | Executive Vice President of Bank One Corporation |
| David E. Donovan | Executive Vice President | Executive Vice President of Bank One Corporation |
| Joan Guggenheimer | Executive Vice President | Executive Vice President of Bank One Corporation |
| David J. Kundert | Executive Vice President | Executive Vice President of Bank One Corporation |
| Jay Mandelbaum | Executive Vice President | Executive Vice President of Bank One Corporation |
| Sarah L. McClelland | Executive Vice President | Executive Vice President of Bank One Corporation |
| Heidi G. Miller | Executive Vice President | Executive Vice President of Bank One Corporation |
| Tyree B. Miller | Executive Vice President | Executive Vice President of |

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|-------------------|--------------------------|---|
| | Bank One Corporation | |
| Charles W. Scharf | Executive Vice President | Executive Vice President of Bank One Corporation |

Such employment is conducted for Bank One Corporation at 1 Bank One Plaza,
Chicago, Illinois 60670.

Directors of Bank One Corporation

| Names ----- | Principal Occupation ----- | Name, Business and Address where Employed ----- |
|---------------------------|---|--|
| James Dimon | Chairman of the Board | Bank One Corporation 1 Bank One Plaza Chicago, IL 60670 |
| John H. Bryan | Retired Chairman and Chief Executive Officer | Sara Lee Corporation 455 N. Cityfront Plaza Suite 1400 Chicago, IL 60611 |
| Stephen B. Burke | President | Comcast Cable Communications, Inc. 1500 Market Street Philadelphia, PA 19102 |
| James S. Crown | General Partner | Henry Crown and Company 222 North LaSalle Street Suite 2000 Chicago, IL 60601 |
| Dr. Maureen A. Fay, O. P. | President | University of Detroit Mercy 4001 West McNichols Detroit, MI 48221 |
| John R. Hall | Retired Chairman and Chief Executive Officer | Ashland, Inc. 50 E. RiverCenter Blvd. Covington, KY 41012-0391 |
| Laban P. Jackson, Jr. | Chairman and Chief Executive Officer | Clear Creek Properties, Inc. 2365 Harrodsburg Rd # B230 Lexington, KY 40504 |
| John W. Kessler | Owner | The New Albany Company 220 Market St. New Albany, OH 43054 |
| Robert I. Lipp | Chairman and Chief Executive Officer | Travelers Property Casualty Corp. One Tower Square Hartford, CT 06183 |
| Richard A. Manoogian | Chairman and Chief Executive Officer | Masco Corporation 21001 Van Born Road |

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Taylor, MI 48180

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|----------------|--------------------------------------|---|
| David C. Novak | Chairman and Chief Executive Officer | Yum! Brands, Inc. 1441 Gardiner Lane Louisville, Kentucky 40213 |
|----------------|--------------------------------------|---|

| | | |
|---------------------|--------------------------------------|--|
| John W. Rogers, Jr. | Chairman and Chief Executive Officer | Ariel Capital Management, Inc. 200 E. Randolph St. Suite 2900 Chicago, IL 60601 |
|---------------------|--------------------------------------|--|

| | | |
|----------------------------|-------------------|---|
| Frederick P. Stratton, Jr. | Chairman Emeritus | Briggs & Stratton Corporation 777 E. Wisconsin Ave. Milwaukee, WI 53202 |
|----------------------------|-------------------|---|

Executive Officers of Bank One, National Association

| Name | Title with Bank One, N.A. | Principal Occupation |
|---------------------|---|---|
| ---- | ----- | ----- |
| James Dimon | Chairman of the Board, President, and Chief Executive Officer | Chairman of the Board and Chief Executive Officer of Bank One Corporation |
| Austin A. Adams | Executive Vice President | Executive Vice President of Bank One Corporation |
| Linda Bammann | Executive Vice President | Executive Vice President of Bank One Corporation |
| David E. Donovan | Executive Vice President | Executive Vice President of Bank One Corporation |
| Joan Guggenheimer | Executive Vice President and Cashier | Executive Vice President of Bank One Corporation |
| Larry L. Helm | Executive Vice President | Executive Vice President of Bank One Corporation |
| David J. Kundert | Executive Vice President | Executive Vice President of Bank One Corporation |
| Jay Mandelbaum | Executive Vice President | Executive Vice President of Bank One Corporation |
| Sarah L. McClelland | Executive Vice President | Executive Vice President of Bank One Corporation |
| Heidi G. Miller | Executive Vice President | Executive Vice President of Bank One Corporation |

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|--------------------|--------------------------|---|
| Tyree B. Miller | Executive Vice President | Executive Vice President of Bank One Corporation |
| Charles W. Scharf | Executive Vice President | Executive Vice President of Bank One Corporation |
| R. Michael Welborn | Executive Vice President | Executive Vice President of Bank One Corporation |

Such employment is conducted for Bank One, N.A. at 1 Bank One Plaza, Chicago, Illinois 60670.

Directors of Bank One, National Association

| Names ----- | Principal Occupation ----- | Name, Business and Address where Employed ----- |
|---------------------|---|---|
| James Dimon | Chairman of the Board and Chief Executive Officer | Bank One Corporation 1 Bank One Plaza Chicago, IL 60670 |
| Linda Bammann | Executive Vice President | Bank One Corporation 1 Bank One Plaza Chicago, IL 60670 |
| Joan Guggenheimer | Executive Vice President | Bank One Corporation 1 Bank One Plaza Chicago, IL 60670 |
| Sarah L. McClelland | Executive Vice President | Bank One Corporation 1 Bank One Plaza Chicago, IL 60670 |
| Heidi G. Miller | Executive Vice President | Bank One Corporation 1 Bank One Plaza Chicago, IL 60670 |
| Charles W. Scharf | Executive Vice President | Bank One Corporation 1 Bank One Plaza Chicago, IL 60670 |