

Griffin Martin W.
Form 4
March 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
03/08/2012

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See Remarks

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)
X 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.01 per share | 03/08/2012 | | S | 25,402 | D | \$ 17.014 (1) | 402,725 (2) D |
| Common Stock, par value \$0.01 per share | 03/09/2012 | | S | 14,598 | D | \$ 17.0676 (3) | 388,127 D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V | (A) | (D) | Amount or Number of Shares | |

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 | | | See Remarks | |

Signatures

/s/ Martin W. Griffin 03/12/2012
 **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) This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$17.00 to \$17.03. The reporting person undertakes to provide Darling International Inc., any security holder of Darling International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
 - (2) Since the date of the reporting person's last ownership report, he transferred 267,458 shares of DAR common stock pursuant to a domestic relations order.
 - (3)

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This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions reported on this line range from \$17.00 to \$17.13. The reporting person undertakes to provide Darling International Inc., any security holder of Darling International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

Remarks:

Executive Vice President and Chief Operating Officer of Griffin Industries LLC, a subsidiary of Darling International Inc.

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.