

DARLING INTERNATIONAL INC

Form 4

May 21, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlson C Dean

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)

3811, 127TH STREET

(Street)

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

05/19/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

URBANDALE, IA 50323

(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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common stock	05/19/2008		S		25,000	D	\$ 14.96	1,343,778 I by C. Dean Carlson Inc.
Common stock	05/19/2008		S		1,100	D	\$ 14.97	1,342,678 I by C. Dean Carlson Inc.
Common stock	05/19/2008		S		25,000	D	\$ 14.95	1,317,678 I by C. Dean Carlson Inc.
Common stock	05/20/2008		S		14,500	D	\$ 14.65	1,303,178 I by C. Dean Carlson Inc.
Common stock	05/20/2008		S		25,000	D	\$ 14.67	1,278,178 I by C. Dean Carlson Inc.

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Common stock	05/20/2008	S	10,500	D	\$ 14.69	1,267,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	5,000	D	\$ 14.71	1,262,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	2,280	D	\$ 14.73	1,260,398	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	2,720	D	\$ 14.73	1,257,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	3,200	D	\$ 14.75	1,254,478	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	400	D	\$ 14.75	1,254,078	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	1,200	D	\$ 14.751	1,252,878	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	200	D	\$ 14.76	1,252,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	4,700	D	\$ 14.77	1,247,978	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	300	D	\$ 14.78	1,247,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	3,500	D	\$ 14.79	1,244,178	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	1,000	D	\$ 14.8	1,243,178	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	500	D	\$ 14.81	1,242,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	4,100	D	\$ 14.89	1,238,578	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	900	D	\$ 14.89	1,237,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	5,000	D	\$ 14.9	1,232,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	5,000	D	\$ 14.91	1,227,678	I	by C. Dean Carlson inc.
Common stock	05/20/2008	S	5,000	D	\$ 14.92	1,222,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	5,000	D	\$ 14.93	1,217,678	I	by C. Dean Carlson Inc.
Common stock	05/20/2008	S	23,900	D	\$ 14.97	1,193,778	I	by C. Dean Carlson Inc.
	05/20/2008	S	22,200	D	\$ 14.98	1,171,578	I	

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Common stock									by C. Dean Carlson Inc.
Common stock	05/21/2008		S	11,200	D	\$ 14.98	1,160,378	I	by C. Dean Carlson Inc.
Common stock	05/21/2008		S	3,400	D	\$ 15.01	1,156,978	I	by C. Dean Carlson Inc.
Common stock							5,810	D	
Common stock							73,150	I	by Dean and Sandra Carlson Foundation

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlson C Dean 3811 127TH STREET URBANDALE, IA 50323	X			

Signatures

C. Dean Carlson

05/21/2008

__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).

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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