STERLING JOHN F

Form 4

March 08, 2012

FORM 4

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

OMB Number: 3235-0287

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

Estimated average

OMB APPROVAL

1(b).

Stock

(Print or Type Responses)

1. Name and A STERLING	_	2. Issuer Name and Ticker or Trading Symbol DARLING INTERNATIONAL INC [DAR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 251 O'CON BLVD., SU	NOR RIDGE		Earliest Transaction ay/Year) 012				Director 10% Owner Softicer (give title Other (specify below) below) EVP, General Counsel and Sec.				
Filed				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			
IRVING, TX 75038								Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/Day		Date, if	3. 4. Securities Ac Transaction(A) or Disposed Code (Instr. 3, 4 and 3) (Instr. 8) (A) or Code V Amount (D)			of (D)	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)	
Common Stock	03/06/2012			A	25,727	A	\$0	129,077	D		
Common Stock	03/06/2012			F	1,701	D	\$ 16.6	127,376	D		

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

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SEC 1474

(9-02)

16.6

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 16.98	03/06/2012		A	11,639	<u>(1)</u>	03/06/2022	Common Stock	11,639

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STERLING JOHN F 251 O'CONNOR RIDGE BLVD. SUITE 300 IRVING, TX 75038

EVP, General Counsel and Sec.

Signatures

John F. Sterling 03/08/2012

**Signature of 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 2,909 shares become exercisable on 03/06/12 and 2,910 shares become exercisable on 03/06/13, 03/06/14 and 03/06/15.

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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