

STUEWE RANDALL C
Form 4
December 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
STUEWE RANDALL C

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

IRVING, TX 75038

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

(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)		
			Code	V	Amount or Price				
Common stock	12/01/2011		S		1,195	D	\$ 14.26	612,391	D
Common stock	12/01/2011		S		3,000	D	\$ 14.27	609,391	D
Common stock	12/01/2011		S		100	D	\$ 14.2708	609,291	D
Common stock	12/01/2011		S		1,700	D	\$ 14.28	607,591	D
Common stock	12/01/2011		S		12,300	D	\$ 14.29	595,291	D

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Common stock							
Common stock	12/01/2011	S	200	D	\$ 14.2901	595,091	D
Common stock	12/01/2011	S	100	D	\$ 14.2907	594,991	D
Common stock	12/01/2011	S	100	D	\$ 14.2908	594,891	D
Common stock	12/01/2011	S	100	D	\$ 14.291	594,791	D
Common stock	12/01/2011	S	16,005	D	\$ 14.3	578,786	D
Common stock	12/01/2011	S	300	D	\$ 14.3001	578,486	D
Common stock	12/01/2011	S	100	D	\$ 14.3002	578,386	D
Common stock	12/01/2011	S	100	D	\$ 14.3003	578,286	D
Common stock	12/01/2011	S	100	D	\$ 14.3005	578,186	D
Common stock	12/01/2011	S	100	D	\$ 14.3007	578,086	D
Common stock	12/01/2011	S	4,600	D	\$ 14.31	573,486	D
Common stock	12/01/2011	S	100	D	\$ 14.3104	573,386	D
Common stock	12/01/2011	S	100	D	\$ 14.3108	573,286	D
Common stock	12/01/2011	S	600	D	\$ 14.32	572,686	D
Common stock	12/01/2011	S	100	D	\$ 14.3275	572,586	D
Common stock	12/01/2011	S	1,400	D	\$ 14.33	571,186	D
Common stock	12/01/2011	S	100	D	\$ 14.34	571,086	D

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

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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. 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 Owned Following Reporting 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
STUEWE RANDALL C DARLING INTERNATIONAL INC. 251 O'CONNOR RIDGE BLVD., SUITE 300 IRVING, TX 75038	X		Chairman and CEO	

Signatures

Randall C. Stuewe 12/02/2011

__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. 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.