

DARLING INTERNATIONAL INC
 Form 4
 May 16, 2008

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)
 05/14/2008

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

IRVING, TX 75038
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	05/14/2008		M		250,000 A \$ 1.96	667,760	D
Common stock	05/14/2008		F		42,676 D \$ 15.27	625,084	D
Common stock	05/14/2008		M		100,000 A \$ 2.3	725,084	D
Common stock	05/14/2008		F		43,475 D \$ 15.27	681,609	D

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option (right to buy)	\$ 1.96	05/14/2008		M	250,000	<u>(1)</u> 02/03/2013	Common stock	250,000	
Employee stock option (right to buy)	\$ 2.3	05/14/2008		M	100,000	<u>(2)</u> 07/01/2013	Common stock	100,000	

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 05/16/2008

**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).

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- (1) The options vested in four equal installments of February 3, 2003, 2004, 2005 and 2006.
- (2) The options vested in four equal installments of July 1, 2003, 2004, 2005 and 2006.

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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