

Carlson C Dean  
Form 4  
March 28, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)  
03/24/2011

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

URBANDALE, IA 50323  
(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					19,187	D	
Common stock	03/24/2011		S		823	D	\$ 14.45 239,555
Common stock	03/24/2011		S		3,900	D	\$ 14.4501 235,655
	03/24/2011		S		300	D	235,355

by C. Dean Carlson Inc.  
by C. Dean Carlson Inc.

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Common stock					\$ 14.4505				by C. Dean Carlson Inc.
Common stock	03/24/2011	S	700	D	\$ 14.452	234,655	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	200	D	\$ 14.455	234,455	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	100	D	\$ 14.46	234,355	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	400	D	\$ 14.4605	233,955	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	7,800	D	\$ 14.5	226,155	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	140	D	\$ 14.5007	226,015	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	400	D	\$ 14.51	225,615	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	1,700	D	\$ 14.5105	223,915	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	6,865	D	\$ 14.52	217,050	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	2,600	D	\$ 14.5205	214,450	I		by C. Dean Carlson Inc.
	03/24/2011	S	400	D	\$ 14.53	214,050	I		

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Common stock									by C. Dean Carlson Inc.
Common stock	03/24/2011	S	600	D	\$ 14.54	213,450	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	10,043	D	\$ 14.55	203,407	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	5,000	D	\$ 14.5501	198,407	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	100	D	\$ 14.5525	198,307	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	707	D	\$ 14.56	197,600	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	5,000	D	\$ 14.5601	192,600	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	3,677	D	\$ 14.57	188,923	I		by C. Dean Carlson Inc.
Common stock	03/24/2011	S	110	D	\$ 14.6	188,813	I		by C. Dean Carlson Inc.

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## 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                      03/24/2011

\_\_Signature of                      Date  
Reporting Person

## 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.