

DARLING INTERNATIONAL INC

Form 4

March 29, 2007

FORM 4

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

OMB APPROVAL

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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 *
KLINK FREDRIC J

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)
23655 TAMPICO BAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2007

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

DANA POINT,
CALIFORNIA, X1 92629

(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 Ownership (Instr. 4)
				Code	V Amount or Price			
common stock	03/27/2007		M	2,000	A \$ 1.99	9,757	D	
common stock	03/27/2007		M	4,000	A \$ 2.86	13,757	D	
common stock	03/27/2007		M	3,000	A \$ 4.04	16,757	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. P Der Sec (Ins	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
option (right to buy)	\$ 1.99	03/27/2007		M	2,000	<u>(1)</u>	03/26/2013	common stock	2,000
option (right to buy)	\$ 2.86	03/27/2007		M	4,000	<u>(2)</u>	03/26/2014	common stock	4,000
option (right to buy)	\$ 4.04	03/27/2007		M	3,000	<u>(3)</u>	03/17/2015	common stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLINK FREDRIC J
23655 TAMPICO BAY
DANA POINT, CALIFORNIA, X1 92629

X

Signatures

Fredric J. Klink 03/29/2007

**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).

(1) The option vested in four equal installments of 1,000 shares each on 9/26/03; 3/26/04; 3/26/05; 3/26/06.

(2) The option vested in four equal installments of 1,000 shares each on 9/26/04; 3/26/05; 3/26/06; 3/26/07.

(3)

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The option vested in three equal installments of 1,000 shares each on 9/17/05; 3/17/06; 3/17/07. The fourth installment will vest on 3/17/08.

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.