

DARLING INTERNATIONAL INC  
 Form 4  
 April 25, 2006

**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 \*  
 MSD CAPITAL L P

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)  
 645 FIFTH AVENUE, 21ST FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/21/2006

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

NEW YORK, NY 10022

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 Beneficial Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |                  |
| Common Stock                    | 04/21/2006                           |  | S                              |   | 2,000,000   | D  | \$ 4.45 7,296,127                                     | I | See Footnote (1) |
| Common Stock                    | 04/24/2006                           |  | S                              |   | 50,000  | D  | \$ 4.54 7,246,127                                     | I | See Footnote (1) |
| Common Stock                    | 04/25/2006                           |  | S                              |   | 35,800  | D  | \$ 4.49 7,210,327                                     | I | See Footnote (1) |

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 displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| MSD CAPITAL L P<br>645 FIFTH AVENUE, 21ST FLOOR<br>NEW YORK, NY 10022    |               | X         |         |       |
| SOF INVESTMENTS LP<br>645 FIFTH AVENUE, 21ST FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |

## Signatures

/s/ Marc R. Lisker, Manager and General Counsel of MSD Capital Management LLC,  
General Partner of MSD Capital, L.P.

04/25/2006

\*\*Signature of Reporting Person

Date

/s/ Marc R. Lisker, Manager and General Counsel of MSD Capital Management LLC,  
General Partner of MSD Capital, L.P., General Partner of SOF Investments, L.P.

04/25/2006

\*\*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) This Form 4 is filed on behalf of MSD Capital, L.P., a Delaware limited partnership ("MSD"), and SOF Investments, L.P., a Delaware limited partnership ("SOF"). Following the transactions reported herein, SOF is the record and beneficial owner of 7,210,327 shares (the "Shares") of Common Stock of Darling International Inc. MSD is the general partner of SOF, and therefore may be deemed to be the

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indirect beneficial owner of the Shares. MSD Capital Management LLC is the general partner of MSD.

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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