

DARLING INGREDIENTS INC.
Form 4/A
March 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Griffin Martin W.

2. Issuer Name and Ticker or Trading Symbol
DARLING INGREDIENTS INC.
[DAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Chief Operations Officer

C/O GRIFFIN INDUSTRIES
LLC, 4221 ALEXANDRIA PIKE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/06/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

COLD SPRING, KY 41076

(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 or (D) Price | | | |
| Common Stock | 03/04/2015 | | F | (1) 1,997 D \$ 17.22 | 292,728 (1) | D | |
| Common Stock | 03/10/2015 | | A | (2) 76,472 A \$ 0 | 366,766 | D | |
| Common Stock | 03/10/2015 | | F | 6,376 D \$ 14.62 | 360,390 | D | |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) | \$ 14.76 | 03/10/2015 | | A | 34,594 | <u>(3)</u> 03/10/2025 | Common Stock | 34,594 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Griffin Martin W. C/O GRIFFIN INDUSTRIES LLC 4221 ALEXANDRIA PIKE COLD SPRING, KY 41076 | | | EVP - Chief Operations Officer | |

Signatures

/s/ Martin W. Griffin
03/11/2015

**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 Form 4 filed on 3/6/2015 incorrectly listed the share surrender amount as 1,996.
- (2) Restricted stock, of which 25% vested immediately and 25% vests on each subsequent grant date anniversary.
- (3) Options to purchase 8,649 shares became exercisable on 3/10/2015, options to purchase another 8,649 shares will become exercisable on 3/10/2016, and options to purchase additional 8,648 shares will become exercisable on each of 3/10/2017 and 3/10/2018.

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.