

DARLING INGREDIENTS INC.
 Form 4
 August 28, 2014

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 *
 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)
 08/26/2014

____ 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)

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 | | | |
| Common Stock | 08/26/2014 | | S | | | 12,500 | D | \$ 19.4939 (1) | |
| Common Stock | 08/27/2014 | | S | | | 2,463 | D | \$ 19.4911 (2) | |
| Common Stock | | | | | | | | | 64,610 I By Trust I (3) |
| Common Stock | | | | | | | | | 64,610 I By Trust II (3) |

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| | | | |
|--------------|---------|---|------------------------------|
| Common Stock | 64,610 | I | By Trust III ⁽³⁾ |
| Common Stock | 64,610 | I | By Trust IV ⁽³⁾ |
| Common Stock | 64,610 | I | By Trust V ⁽³⁾ |
| Common Stock | 34,587 | I | By Trust VI ⁽³⁾ |
| Common Stock | 34,260 | I | By Trust VII ⁽³⁾ |
| Common Stock | 294,290 | I | By Trust VIII ⁽³⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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

08/28/2014

__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 price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.48 to \$19.52. The reporting person undertakes to provide to Darling Ingredients Inc. ("Darling Ingredients"), any security holder of Darling Ingredients, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(2) The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.48 to \$19.50. The reporting person undertakes to provide to Darling Ingredients Inc. ("Darling Ingredients"), any security holder of Darling Ingredients, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(3) The reporting person is a trustee.

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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