

DARLING INTERNATIONAL INC

Form 8-K

May 20, 2008

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported)      May 16, 2008

DARLING INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware	000-24620	36-2495346
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

251 O'CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS	75038
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code:      (972) 717-0300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

  / /   Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

  / /   Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

  / /   Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

  / /   Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item  
8.01 Other Events.

On May 16, 2008, Darling International Inc. issued a press release announcing a stock sale by one of its executive officers. A copy of the press release is attached hereto as Exhibit 99.1.

Item  
9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated May 16, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DARLING INTERNATIONAL INC.

Date: May 20, 2008

By:     /s/ John O.

Muse \_\_\_\_\_

John O. Muse  
Executive Vice President,  
Finance and Administration

Page 3

---

EXHIBIT LIST

99.1

Press Release dated May 16, 2008.

Page 4

---

