DARLING INTERNATIONAL INC
Form 4/A
March 28, 2006

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Urbut Michael

(Last) (First) (Middle)

1316 KIMBALL COURT

(Street)

NAPERVILLE, IL 60540

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
03/28/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common stock	03/27/2006		P (2)		400	A	$ 4.4	4,785 (1)	D	
common stock	03/27/2006		P (2)		1,400	A	$ 4.42	6,185	D	
common stock	03/27/2006		P (2)		5,200	A	$ 4.45	11,385	D	
common stock	03/27/2006		P (2)		2,300	A	$ 4.46	13,685	D	
common stock	03/27/2006		P (2)		3,700	A	$ 4.5	17,385	D	

common stock	03/27/2006		P(2)	300	A	$ 4.54	17,685	D
common stock	03/27/2006		P(2)	100	A	$ 4.55	17,785	D
common stock	03/27/2006		P(2)	2,000	A	$ 4.58	19,785	D
common stock	03/27/2006		P(2)	500	A	$ 4.59	20,285	D
common stock	03/27/2006		P(2)	14,100	A	$ 4.6	34,385	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 displays a currently valid OMB control number.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Urbut Michael 1316 KIMBALL COURT NAPERVILLE, IL 60540	X			

Signatures

Michael Urbut	03/28/2006
**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)	Of these securities, 4,385 shares were previously awarded as restricted common stock pursuant to the 2004 Omnibus Incentive Plan.
(2)	This reporting person is amending the Form 4 originally filed to report this purchase, for the purpose of reflecting a different transaction code applicable to the purchase.

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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