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CDI CORP

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VAN DEN BERG MANAGEMENT INC/TX

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/14/12

Address	1717 ARCH STREET, 35TH FLOOR PHILADELPHIA, PA 19103-2768
Telephone	2155692200
CIK	0000018396
Symbol	CDI
SIC Code	7363 - Help Supply Services
Industry	Business Services
Sector	Services
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. _3_)*

CDI Corp.

(Name of Issuer)

Common Stock, Par Value $0.10

(Title of Class of Securities)

125071100

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[x] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAMES OF REPORTING PERSONS **Van Den Berg Management, Inc.**		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [ ] (b) [ ]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION **State of Texas**		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5**	SOLE VOTING POWER **1,529,736**	
	6	SHARED VOTING POWER **None**	
	7	SOLE DISPOSITIVE POWER **1,529,736**	
	8	SHARED DISPOSITIVE POWER **None**	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON **1,529,736**		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES		[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 **7.98%**		
12	TYPE OF REPORTING PERSON **IA**		

Item 1. (a) **Name of Issuer:**
CDI, Corp.

(b) **Address of Issuer's Principal Executive Offices:**
1717 Arch Street, 35th Floor
Philadelphia, PA 19103-2768

Item 2. (a) **Name of Person Filing:**
Van Den Berg Management, Inc.

(b) **Address of Principal Business Office or, if None, Residence:**
For all persons filing:

805 Las Cimas Parkway
Suite 430
Austin, TX 78746

(c) **Citizenship:**
Van Den Berg Management, Inc. is incorporated in the state of Texas

(d) **Title of Class of Securities:**
Common Stock, Par Value $0.10

(e) **CUSIP Number:**
125071100

Item 3. **If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

(a) [ ] Broker or dealer registered under Section 15 of the Exchange Act.

(b) [ ] Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) [ ] Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) [ ] Investment company registered under Section 8 of the Investment Company Act.

(e) [x] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. **Ownership.**

(a)	Amount beneficially owned:	**1,529,736**
(b)	Percent of class:	**7.98%**
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or to direct the vote:	**1,529,736**
(ii)	Shared power to vote or to direct the vote:	**None**
(iii)	Sole power to dispose or to direct the disposition of:	**1,529,736**
(iv)	Shared power to dispose or to direct the disposition of:	**None**

Item 5. **Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ]

Item 6. **Ownership of More than Five Percent on Behalf of Another Person.**

All of the shares of Common Stock set forth in Item 4 are owned by various investment advisory clients of Van Den Berg Management, Inc., which is deemed to be a beneficial owner of those shares pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, due to it discretionary power to make investment decisions over such shares for its clients and/or its ability to vote such shares. In all cases, persons other than Van Den Berg Management, Inc. have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of the shares. No individual client holds more than five percent of the class.

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable

Item 8. **Identification and Classification of Members of the Group.**

Not applicable

Item 9. **Notice of Dissolution of Group.**

Not applicable

Item 10. **Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Van Den Berg Management, Inc.

By: /s/ Jim Brilliant
Name: Jim Brilliant
Title: Chief Financial Officer,
Co-Chief Investment Officer

Date: February 14, 2012