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EBERHART PAULETT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/12 for the Period Ending 03/01/12

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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FORM 4

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
EBERHART PAULETT (Last) (First) (Middle)	**CDI CORP [CDI]**	__ X __ Director _____ 10% Owner
C/O CDI CORP., 1717 ARCH ST., 35TH FLOOR (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/1/2012**	__ X __ Officer (give title below) _____ Other (specify below) **President and CEO**
PHILADELPHIA, PA 19103-2768 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**3/1/2012**		**M**		**2671**	**A**	**$ 0**	**37671**	**D**	
Common Stock	**3/1/2012**		**A**		**90**	**A**	**$15.38** (1)	**37761**	**D**	
Common Stock	**3/1/2012**		**F**		**914**	**D**	**$15.38** (2)	**36847**	**D**	
Common Stock	**3/1/2012**		**A**		**11892** (3)	**A**	**$ 0**	**48739**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	**$15.38**	**3/1/2012**		**A**		**97301**		(4)	**3/1/2019**	**Common Stock**	**97301**	**$ 0**	**97301**	**D**	
Time-Vested Deferred Stock (TVDS)	(5)	**3/1/2012**		**A**		**33593**		(6)	**3/1/2015**	**Common Stock**	**33593**	**$ 0**	**33593**	**D**	
Time-Vested Deferred Stock (TVDS)	(6)	**3/1/2012**		**M**			**2671** (7)	(8)	**3/1/2016**	**Common Stock**	**2671**	**$ 0**	**10687**	**D**	
Performance-Contingent Deferred Stock (PCDS)	(9)	**3/1/2012**		**A**		**17336** (3)		**3/1/2013**	**3/1/2013**	**Common Stock**	**17336**	**$ 0**	**17336**	**D**	

Explanation of Responses:

(1) Under the terms of the Time-Vested Deferred Stock (TVDS) granted to the Reporting Person, if dividends were paid on Common Stock

between the grant date and the vesting date of the TVDS, then upon vesting of the TVDS the Reporting Person is entitled to receive additional shares of Common Stock equal to the aggregate value of the dividends relating to those shares. The price set forth in this column represents the market price of Common Stock on the date that shares of TVDS owned by the Reporting Person vested and therefore the date that additional shares of Common Stock relating to dividends were earned.

(2) This is the market price of Common Stock on the day prior to the date that shares of TVDS owned by the Reporting Person vested and was the price used to calculate the number of shares deducted to satisfy tax withholding obligations.

(3) The Reporting Person earned a total of 34,673 shares of Performance-Contingent Deferred Stock (PCDS) based on 2011 performance, half of which vested immediately (on 03/01/2012) and half of which will vest in one year (on 03/01/2013). Upon vesting, the Reporting Person earns additional shares relating to accrued dividends and shares are withheld to pay taxes.

(4) The option shares vest one-third on each of the first three anniversaries of the date of grant.

(5) Upon vesting, each share of TVDS converts into one share of Common Stock.

(6) The shares of TVDS vest one-third on each of the first three anniversaries of the date of grant.

(7) This represents 20% of the shares of TVDS received by the Reporting Person on 03/01/2011, which was 13,358 (not 14,000 as was originally reported on a Form 4 filed on 03/03/2011).

(8) The shares of TVDS vest 20% per year on each of the first five anniversaries of the date of grant.

(9) Upon vesting, each share of PCDS converts into one share of Common Stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBERHART PAULETT C/O CDI CORP. 1717 ARCH ST., 35TH FLOOR PHILADELPHIA, PA 19103-2768	**X**		**President and CEO**	

Signatures

Paulett Eberhart **3/5/2012**

** Signature of Reporting Person — Date

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

***** 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).

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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