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# CDI CORP

Reported by

**SEAL ANNA M**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/19/11 for the Period Ending 05/17/11

| | |
|---|---|
| Address | 1717 ARCH STREET, 35TH FLOOR<br>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

[ ] 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**

OMB APPROVAL
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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) |
|---|---|---|
| **Seal Anna M**<br>(Last) (First) (Middle) | **CDI CORP [ CDI ]** | __ **X** __ Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below) |
| **C/O CDI CORP., 1717 ARCH ST., 35TH FLOOR**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**5/17/2011** | |
| **PHILADELPHIA, PA 19103-2768**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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 | | | |

**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 | | | | |
| **Time-Vested Deferred Stock** | (1) | **5/17/2011** | | **A** | | **7616** | | **5/17/2014** | **5/17/2014** | **Common Stock** | **7616** | **$0** | **7616** | **D** | |
| **Stock Purchase Plan Units** | (2) | **5/17/2011** | | **A** | | **2792** | | **5/17/2014** | **5/17/2014** | **Common Stock** | **2792** | **$13.13** (3) | **2792** | **D** | |

**Explanation of Responses:**

**( 1)** Each share of Time-Vested Deferred Stock (TVDS) represents a contingent right to receive one share of CDI Common Stock.

**( 2)** Upon vesting, Stock Purchase Plan units convert into shares of Common Stock on a 1-for-1 basis.

**( 3)** This was the closing price per share of Common Stock on the date that the Stock Purchase Plan units were acquired (05/17/2011).

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Seal Anna M**<br>**C/O CDI CORP.**<br>**1717 ARCH ST., 35TH FLOOR**<br>**PHILADELPHIA, PA 19103-2768** | **X** | | | |

**Signatures**

| | |
|---|---|
| **Anna M. Seal** | **5/18/2011** |
| ** 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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