

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] FOR THE FISCAL YEAR ENDED

DECEMBER 31, 2001 or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] FOR THE TRANSITION PERIOD from _____ TO _____

Commission File No. 1-5519

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

CDI CORPORATION 401(k) SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CDI Corp.

1717 Arch Street, 35th Floor
Philadelphia, Pennsylvania 19103-2768

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Savings Plan Committee has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

CDI CORPORATION 401(K) SAVINGS PLAN

Date: 6/27/02

By: /s/ Joseph R. Seiders

Joseph R. Seiders
Member, Savings Plan Committee

CDI CORPORATION 401(k) SAVINGS PLAN

Financial Statements

December 31, 2001 and 2000

(With Independent Auditors' Report Thereon)

CDI CORPORATION 401(k) SAVINGS PLAN

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Independent Auditors' Report

The Savings Plan Committee
CDI Corporation:

We have audited the accompanying statements of net assets available for plan benefits of the CDI Corporation 401(k) Savings Plan (the Plan) as of December 31, 2001 and 2000, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2001 and 2000, and the changes in net assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

June 12, 2002

CDI CORPORATION 401(k) SAVINGS PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2001 and 2000

	2001	2000
	-----	-----
Cash and cash equivalents	\$ 895	13,384
Investments:		
Guaranteed Income Fund	34,237,055	29,312,346
CDI Corp Stock	3,394,658	2,377,032
Alger Balanced Portfolio	10,146,134	9,580,592
Alger LargeCap Growth Portfolio	15,506,663	15,362,383
Alger MidCap Growth Portfolio	603,193	--
Brinson Tactical Allocation Fund	4,261,057	--
Fidelity Growth & Income Fund	--	5,581,760
George Putnam Fund	8,511,865	6,892,536
Janus Worldwide Fund	15,974,420	18,608,481
Putnam Asset Allocation Fund		4,360,560
Putnam Capital Appreciation Fund	5,581,694	6,911,760
Putnam Capital Opportunities Fund	380,783	--
Putnam Equity Income Fund	7,687,172	--
Putnam International Growth Fund	2,896,190	3,081,943
Putnam Investors Fund	16,072,100	13,233,808
Putnam S&P Index Fund	13,795,917	14,115,919
Putnam Voyager Fund	42,318,286	58,080,283
Participant Loans	5,356,821	5,204,575

----- Total investments	186,724,008	192,703,978
Contribution receivable	1,412,383	1,325,273

----- Net assets available for plan benefits	\$ 188,137,286	194,042,635
=====	=====	

See accompanying notes to financial statements

CDI CORPORATION 401(k) SAVINGS PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2001 and 2000

	2001	2000

Additions:		
Investment income	\$ 3,023,638	14,241,021
Net appreciation (depreciation)	(28,804,886)	
(39,042,966)		
Employee contributions	26,901,356	28,038,720
Employer contributions	1,133,967	889,499

Total additions	2,254,075	4,126,274
Deductions		
Withdrawals	(26,170,093)	
(30,126,890)		
Transfers from merged plans	18,010,669	
--		

Net decrease	(5,905,349)	
(26,000,616)		
Net assets available for plan benefits:		
Beginning of year	194,042,635	220,043,251

End of year	\$ 188,137,286	194,042,635
	=====	
=====		

See accompanying notes to financial statements

CDI CORPORATION 401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(1) Description of Plan

The following description of the CDI Corporation 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) Eligibility

The Plan is for the benefit of all employees of CDI Corporation and those subsidiaries designated a Participating Employer (the Company). Employees who have attained age 18 are eligible to participate on the first day of the month following their date of hire. The Plan, adopted May 1, 1985, was Amended and Restated on October 1, 1998, and is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and Section 401(k) of the Internal Revenue Code. During 2001, the Plan was Amended and Restated for a second time, with an effective date of January 1, 2000.

(b) Plan Merger

Effective January 2, 2001, both participants in and assets of the Herzog-Hart Profit Sharing and Savings Plan (the Herzog-Hart Plan) were merged into the Plan. Additionally, effective March 1, 2001, employees of the business units that formerly operated as CDI Computer Services Inc. who were participating in the Comp Choice Retirement Savings Plan (the Comp Choice Plan) were merged into the Plan. All assets of the Comp Choice Plan were also merged into the Plan as of March 1, 2001. The terms of the plan eligibility requirements under both the Herzog-Hart Plan and the Comp Choice Plan were replaced in favor of the those outlined in the provisions of the Plan. The provisions for Company matching contributions under both the Herzog-Hart Plan and the Comp Choice Plan remained fundamentally the same as they were prior to the merger into the Plan.

(c) Contributions

Eligible employees may make voluntary, tax deferred contributions of a specified percentage of their compensation to the Plan subject to the limitations established by the Internal Revenue Code. Each Participating Employer may, at the discretion of its board of directors, make matching contributions, which are added to the employee's elective contributions. The employer matching contributions are subject to limitations established by the Internal Revenue Code and provisions of the Plan.

(d) Investment Income

Interest and dividends earned by each of the investment funds are reinvested in the same funds. Such amounts are credited to the participants' accounts based on the terms of the Plan.

(e) Vesting

All participants are 100% vested in their salary deferral contribution account, including earnings thereon. The majority of participants are also 100% vested at all times in their employer matching contributions account, with the exception of employees of Modern Engineering Inc., Herzog-Hart Corporation, and those former employees of CDI Computer Services Inc. who were participating in the Comp Choice Plan. Vesting in employer matching contributions occurs after four years of service for Modern employees, on a six-year graduated schedule for Herzog-Hart employees, and on a three-year graduated schedule for former participants in the Comp Choice Plan.

(f) Withdrawals

In addition to normal distributions or withdrawals, a participant can withdraw up to 100% of their salary deferral contributions in the event of a monetary hardship as interpreted in accordance with the applicable Internal Revenue regulations.

(g) Loans

Participants are permitted to make loan withdrawals against their individual account balances, with the exception of any amounts in the Stubbs, Overbeck and Associates account, and amounts invested in the Employer Stock Fund. The loan amount must be a minimum of \$500 and may not exceed one-half of the participant's vested account balance (or \$50,000, reduced by the participant's highest outstanding loan balance during the previous year, if lower). Loans are evidenced by a promissory note bearing a rate of interest equal to the prime rate plus two percent, and generally require repayment within five years.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting and present the net assets available for plan benefits and changes in those net assets.

(b) Cash and Cash Equivalents

Cash and cash equivalents represent amounts contributed to the plan that have not been transferred to the participant's designated investment vehicle. These funds are held in an interest-bearing checking account.

(c) Investments

Mutual funds are valued at quoted net share values that are based on the underlying market value of the investments. Investments in CDI stock are valued based on quoted market price. Security transactions are accounted for on the trade date for securities purchased or sold. The proceeds from sales of investments are compared to cost for each investment to determine realized gains and losses. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

(d) Administrative Expenses

Administrative expenses incurred in the operation of the Plan are paid by the Company and are not reflected in the accompanying financial statements.

(e) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

(3) Investment Options

Effective October 1, 2001, the Plan added four new funds as investment options while concurrently eliminating the Fidelity Growth & Income Fund and the Putnam Asset Allocation Fund as investment options under the Plan. The new funds added were the Alger MidCap Growth Portfolio, the Brinson Tactical Allocation Fund, the Putnam Capital Opportunities Fund, and the Putnam Equity Income Fund. Also during 2001, the Alger Growth Retirement Portfolio was re-named as the Alger LargeCap Growth Portfolio.

Participants may invest in the following as of December 31, 2001:

Guaranteed Income Fund - This stable value investment seeks to offer stability while maximizing current income and providing liquidity.

CDI Corp. Stock Fund - This fund invests exclusively in shares of CDI Corp. common stock for those investors who want to share in the potential growth of the company.

Alger Balance Portfolio - This fund seeks current income and long-term capital appreciation. Typically, the fund invests in common stocks and fixed-income securities, which, include commercial paper and bonds rated within the four highest rating categories by an established rating agency. Ordinarily, at least 25% of the funds net assets are invested in fixed-income securities.

Alger LargeCap Growth Portfolio - This fund seeks long-term capital appreciation by investing primarily in the equity securities of large companies. The portfolio considers a large company to have a market capitalization of \$1 billion or greater.

Alger MidCap Growth Portfolio - This fund seeks long-term capital appreciation by investing primarily in midsize companies that offer promising growth potential. This portfolio invests primarily in equity securities of companies having a market capitalization within the range of companies in the S&P MidCap 400 Index.

Brinson Tactical Allocation Fund - This fund seeks to provide total return by following a systematic investment strategy that allocates its investments between an equity portion designed to track the S&P 500 Index and a fixed-income portion that generally will be composed of either 5-year U.S. Treasury notes or 30-day U.S. Treasury bills.

George Putnam Fund - This fund seeks a balance of capital growth and current income by investing in a well-diversified portfolio composed mostly of stock and corporate and U.S. government bonds.

Janus Worldwide Fund - This fund seeks long-term growth of capital by investing primarily in common stocks of foreign and domestic companies. The Fund is permitted to invest in companies on a worldwide basis, regardless of country of organization or place of principal business activity.

Putnam Capital Appreciation Fund - This fund seeks capital appreciation by investing mainly in stocks from a variety of industries and sectors that have the potential for above-average growth.

Putnam Capital Opportunities Fund - This fund seeks capital appreciation by investing in stocks of small and midsize companies believed to offer above-average growth potential across a wide range of industries.

Putnam Equity Income Fund - This fund seeks current income, with capital growth as a secondary goal, by investing mainly in stocks that have the potential to pay above-average dividends as well as the potential to grow in value over time.

Putnam International Growth Fund - This fund seeks capital appreciation by investing in a diversified portfolio of stock of companies located mainly outside the United States.

Putnam Investors Fund - This fund seeks long-term growth of capital by investing primarily in blue-chip stock - those of large, well-established companies - selected from a broad range of industries. The fund targets companies that are enjoying rising sales and profits and that have dominant positions within their industries.

Putnam S&P Index Fund - This fund is for investors seeking a return, before the assessment of fees, that closely approximate the return of the S&P Index, which is an indicator of U.S. stock market performance.

Putnam Voyager Fund - This fund seeks capital appreciation by investing primarily in a combination of stock of small companies expected to grow over time as well as in stock of larger, more established corporations.

(4) Federal Income Taxes

In conjunction with the amendment and restatement of the Plan effective January 1, 2000, an application for a new determination letter was filed with the Internal Revenue Service in November 2001. A response to this application is currently pending. Previously, the Internal Revenue Service has issued a letter of determination dated February 2, 1996, that the Plan is a qualified plan under Section 501(a) of the Internal Revenue Code and is, therefore, exempt from federal income taxes. The plan administrator believes that the Plan is currently in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the administrator believes that the Plan is qualified and tax exempt.

(5) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan provisions to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

CDI CORPORATION 401(k) SAVINGS PLAN

Schedule of Assets Held for Investment Purposes

December 31, 2001

Identity of issuer value ----- -----	Description -----	Cost -----	Fair
Alger & Company 10,146,134	Alger Balanced Portfolio	\$ 11,054,263	
Alger & Company 15,506,663	Alger LargeCap Growth Portfolio	21,161,925	
Alger & Company 603,193	Alger MidCap Growth Portfolio	560,348	
Janus Equity Funds 15,974,420	Janus Worldwide Fund	22,096,937	
Paine Webber Institutional Trust 4,261,057	Brinson Tactical Allocation Fund	3,906,384	
*Putnam Investments, Inc. 8,511,865	The George Putnam Fund	8,738,095	
*Putnam Investments, Inc. 5,581,694	Putnam Capital Appreciation Fund	6,698,063	
*Putnam Investments, Inc. 380,783	Putnam Capital Opportunities Fund	333,273	
*Putnam Investments, Inc. 7,687,172	Putnam Equity Income Fund	7,401,274	
*Putnam Investments, Inc. 2,896,190	Putnam International Growth Fund	3,632,718	
*Putnam Investments, Inc. 16,072,100	Putnam Investors Fund	19,149,627	
*Putnam Investments, Inc. 42,318,286	Putnam Voyager Fund	52,072,901	
*Putnam Investments, Inc. 13,795,917	Putnam S&P Index Fund	13,905,194	
Paine Webber Trust Company 34,237,055	Guaranteed Income Fund	30,243,114	
*CDI Corp 3,394,658	CDI Corp. Stock Fund	3,528,623	
5,356,821	Loans to participants (a)	--	
-----		-----	
186,724,008		\$ 204,482,739	
=====		=====	

(a) Cost of participant loans is \$0 as indicated in the instructions to Form 5500 - Item 27(a).

***Party-in-interest.**

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Schedule of Reportable Transactions

December 31, 2001

Party Involved	Description of Asset	Type	Purchase Price	Cost of Asset	Sales Proceeds	Gain or (Loss)
*Putnam Investments, Inc.	Investors Fund	Purchases	(A) \$12,257,799	--	--	--
*Putnam Investments, Inc.	Voyager Fund	Sales	(A) --	\$11,673,592	\$10,150,664	(\$1,522,928)
Paine Webber Trust Co.	Guaranteed Income Fund	Purchases	(A) \$18,183,496	--	--	--
Paine Webber Trust Co.	Guaranteed Income Fund	Sales	(A) --	\$14,475,732	\$15,174,914	\$ 699,182

(S) - Represents a single transaction which exceeds the reportable transactions threshold
 (A) - Represents the aggregate total of transactions exceeding the reportable transactions threshold, including any applicable single transactions noted above.

*Party-in-interest.

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Consent of Independent Auditors

Consent of Independent Certified Public Accountants

The Plan Administrator
CDI Corporation 401(k) Savings Plan:

We consent to the incorporation by reference in the registration statement (333-65879) on Form S-8 of CDI Corporation of our report dated June 12, 2002 relating to the statements of net assets available for plan benefits of the CDI Corporation 401(k) Savings Plan as of December 31, 2001 and 2000, and the related statements of changes in net assets available for plan benefits for the years then ended and related schedules, which report appears in the December 31, 2001 annual report on Form 11-K of the CDI Corporation 401(k) Savings Plan.

Philadelphia, Pennsylvania
June 24, 2002

End of Filing