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# CDI CORP

Reported by

**SHORT BRIAN D.**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/12 for the Period Ending 02/25/12

| | |
|---|---|
| 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**

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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) |
|---|---|---|
| **Short Brian D.** | **CDI CORP [ CDI ]** | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | _____ Director _____ 10% Owner |
| **C/O CDI CORP., 1717 ARCH ST., 35TH FLOOR** | **2/25/2012** | __ **X** __ Officer (give title below) _____ Other (specify below) **Sr. VP, CAO & General Counsel** |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| **PHILADELPHIA, PA 19103-2768** | | _ **X** _ Form filed by One Reporting Person |
| (City) (State) (Zip) | | ___ 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** | **2/25/2012** | | **M** | | **500** | **A** | **$ 0** | **1805** | **D** | |
| **Common Stock** | **2/25/2012** | | **A** | | **32** | **A** | **$15.85** (1) | **1837** | **D** | |
| **Common Stock** | **2/25/2012** | | **F** | | **199** | **D** | **$15.85** (2) | **1638** | **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 | | | | |
| **Time-Vested Deferred Stock** | (3) | **2/25/2012** | | **M** | | | **500** | (4) | **2/25/2015** | **Common Stock** | **500** | **$ 0** | **1500** | **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 day prior to 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)** Each share of Time-Vested Deferred Stock (TVDS) represents a contingent right to receive one share of CDI Common Stock.

**( 4)** The shares of TVDS vest 20% per year on each of the first five anniversaries of the date of grant, which was 2/25/10.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Short Brian D.<br>C/O CDI CORP.<br>1717 ARCH ST., 35TH FLOOR<br>PHILADELPHIA, PA 19103-2768** | | | **Sr. VP, CAO & General Counsel** | |

**Signatures**

**Brian D. Short** **2/28/2012**

** 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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