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CDI CORP

Reported by

EBERHART PAULETT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/03/11 for the Period Ending 03/01/11

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

[ ] 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
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

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) **3/1/2011**	__ **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	**3/1/2011**		**P**		**19000** (1)	**A**	**$14.95**	**35000**	**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	(2)	**3/1/2011**		**A**		**14000** (1)		(1)	**3/1/2016**	**Common Stock**	**14000**	**$0**	**14000**	**D**	

Explanation of Responses:

(1) Paulett Eberhart purchased the shares of CDI Common Stock reported in Table I of this Form 4 pursuant to the Employment Agreement dated January 10, 2011 which she signed when she joined the Issuer as its President and Chief Executive Officer. Under her Employment Agreement, Ms. Eberhart must purchase at market prices $500,000 of CDI Common Stock within a specified 20-day period (a requirement she has now satisfied), and for each share of CDI Common Stock that she purchases during this period, the Issuer will grant her 0.4 shares of Time-Vested Deferred Stock ("TVDS"). The shares of TVDS will vest at the rate of 20% per year on each of the first five anniversaries of the date of grant (03/01/2011), but would be forfeited if the executive resigns or is terminated for cause prior to vesting.

(2) Each share of TVDS represents a contingent right to receive one share of CDI 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

Craig H. Lewis, under Power of Attorney from Paulett Eberhart (filed on 02/28/2011) **3/3/2011**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.