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CDI CORP

Reported by

GIORGIO ROBERT J

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/26/11 for the Period Ending 05/17/11

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 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
Giorgio Robert J	**5/17/2011**	**CDI CORP [CDI]**
(Last) (First) (Middle) **C/O CDI CORP., 1717 ARCH ST., 35TH FLOOR**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner __ **X** __ Officer (give title below) ____ Other (specify below) **Exec VP, Engineering Solutions /**	
(Street) **PHILADELPHIA, PA 19103-2768** (City) (State) (Zip)	5. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	**29441**	**D**	
Common Stock	**6900**	**I**	**In IRA**

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Time-Vested Deferred Stock	**3/1/2012**	**3/1/2012**	**Common Stock**	**500**	(1)	**D**	
Time-Vested Deferred Stock	(2)	(2)	**Common Stock**	**1335**	(1)	**D**	
Time-Vested Deferred Stock	(3)	(3)	**Common Stock**	**4959**	(1)	**D**	
Time-Vested Deferred Stock	(4)	(4)	**Common Stock**	**4207**	(1)	**D**	
Time-Vested Deferred Stock	(5)	(5)	**Common Stock**	**5963**	(1)	**D**	
Stock-Settled Stock Appreciation Rights (SARs)	**3/4/2010**	**3/4/2012**	**Common Stock**	**4500**	**$20.72**	**D**	
Stock-Settled Stock Appreciation Rights (SARs)	**3/9/2011**	**3/9/2013**	**Common Stock**	**8000**	**$26.56**	**D**	
Stock-Settled Stock Appreciation Rights (SARs)	(6)	**3/1/2014**	**Common Stock**	**10000**	**$26.82**	**D**	
Stock-Settled Stock Appreciation Rights (SARs)	(7)	**3/3/2015**	**Common Stock**	**13333**	**$24.81**	**D**	
Stock-Settled Stock Appreciation Rights (SARs)	(8)	**3/19/2016**	**Common Stock**	**20796**	**$9.38**	**D**	
Stock Purchase Plan units	**3/19/2012**	**3/19/2012**	**Common Stock**	**10799**	(9)	**D**	
Stock Purchase Plan units	**2/25/2013**	**2/25/2013**	**Common Stock**	**1932**	(9)	**D**	
Stock Purchase Plan units	**3/29/2014**	**3/29/2014**	**Common Stock**	**2383**	(9)	**D**	

Explanation of Responses:

(1) Upon vesting, each share of Time-Vested Deferred Stock (TVDS) converts into one share of Common Stock.
(2) 666 shares vest on 03/03/2012 and 669 shares vest on 03/03/2013
(3) 1,653 shares vest on each of 03/19/2012, 03/19/21013 and 03/19/2014
(4) 1,052 shares vest on each of 02/25/2012 and 02/25/21013, and 2,103 shares vest on 02/25/2014
(5) 1,491 shares vest on each of 02/24/2012 and 02/24/21013, and 2,981 shares vest on 02/24/2014
(6) 8,000 SARs have already vested and 2,000 SARs will vest on 03/01/2012
(7) 7,998 SARs have already vested, 2,666 SARs are scheduled to vest on 03/03/2012, and 2,669 SARs are scheduled to vest on 03/03/2013
(8) 9,918 SARs have already vested, 4,959 SARs are scheduled to vest on each of 03/19/2012 and 03/19/2103, and 4,960 SARs are scheduled to vest on 03/19/2014
(9) Upon vesting, Stock Purchase Plan units convert into shares of Common Stock on a 1-for-1 basis.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giorgio Robert J **C/O CDI CORP.** **1717 ARCH ST., 35TH FLOOR** **PHILADELPHIA, PA 19103-2768**			**Exec VP, Engineering Solutions**	

Signatures

Robert J. Giorgio — **5/26/2011**

** 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 5(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.

POWER OF ATTORNEY

I hereby appoint any of Brian D. Short, Craig H. Lewis and Stuart M. Sklar as an attorney-in-fact, each with full power of substitution, to execute and file in

/s/ Robert J. Giorgio

Robert J. Giorgio

Acknowledgement

STATE OF PENNSYLVANIA)

) ss

COUNTY OF PHILADELPHIA)

On this 23rd day of May, 2011, before me, a notary public in and for the aforesaid state and county, personally appeared Robert J. Giorgio known to me (or satis

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

/s/ Regina M. Stevenson

Notary Public

My Commission expires: October 14, 2014

[Notarial Seal]