

WITHROW WAYNE
Form 4
December 16, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WITHROW WAYNE

2. Issuer Name and Ticker or Trading Symbol
SEI INVESTMENTS CO [SEIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE FREEDOM VALLEY DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

(Street)
OAKS, PA 19456

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Stock Option (right to buy) | 12/14/2009 | | M | | 10,000 A \$ 9.88 | 88,604 | D |
| Common Stock | 12/14/2009 | | S | | 2,000 D \$ 17.7 | 86,604 | D |
| Common Stock | 12/14/2009 | | S | | 1,000 D \$ 17.71 | 85,604 | D |
| Common Stock | 12/14/2009 | | S | | 1,122 D \$ 17.72 | 84,482 | D |
| | 12/14/2009 | | S | | 1,224 D | 83,258 | D |

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| | | | | | | | | |
|-----------------------------|------------|--|---|-------|---|----------|--------|---|
| Common Stock | | | | | | \$ 17.73 | | |
| Common Stock | 12/14/2009 | | S | 1,000 | D | \$ 17.74 | 82,258 | D |
| Common Stock | 12/14/2009 | | S | 1,500 | D | \$ 17.75 | 80,758 | D |
| Common Stock | 12/14/2009 | | S | 1,754 | D | \$ 17.77 | 79,004 | D |
| Stock Option (right to buy) | 12/15/2009 | | M | 5,000 | A | \$ 9.88 | 84,004 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 9.88 | 12/14/2009 | | M | 10,000 | 12/20/2006 | 12/20/2009 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 9.88 | 12/15/2009 | | M | 5,000 | 12/20/2006 | 12/20/2009 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WITHROW WAYNE
ONE FREEDOM VALLEY DRIVE
OAKS, PA 19456

Executive Vice President

Signatures

Ruth Montgomery (Attorney
in Fact)

12/16/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* 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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