

China Direct Investments, Inc.

Form 4

August 31, 2012

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CD INTERNATIONAL  
ENTERPRISES, INC.

2. Issuer Name **and** Ticker or Trading  
Symbol  
CHINA EDUCATION  
INTERNATIONAL, INC. [CEII]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
431 FAIRWAY DRIVE, SUITE 200  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/22/2012

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

DEERFIELD BEACH, FL 33441

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2012		S		500	D	\$ 1.01	6,028,318	I	See note 1 below <sup>(1)</sup>
Common Stock	07/13/2012		S		13,400 <sup>(2)</sup>	D	\$ 0.8	15,057,395 <sup>(2)</sup>	I	See note 3 below. <sup>(3)</sup>
Common Stock	08/07/2012		S		10,500	D	\$ 1.2	15,046,895	I	See note 4 below. <sup>(4)</sup>
Common Stock	08/08/2012		S		6,000	D	\$ 1.19	15,040,895	I	See note 5 below. <sup>(5)</sup>
Common Stock	08/09/2012		S		15,000	D	\$ 1.26	15,025,895	I	See note 6 below <sup>(6)</sup>

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Common Stock	08/10/2012	S	5,000	D	\$ 1.3	15,020,895	I	See note 7 below. <u>(7)</u>
Common Stock	08/13/2012	S	7,500	D	\$ 1.31	15,013,395	I	See note 8 below. <u>(8)</u>
Common Stock	08/16/2012	S	10,000	D	\$ 1.01	15,003,395	I	See note 9 below. <u>(9)</u>
Common Stock	08/20/2012	S	8,500	D	\$ 1.02	14,994,895	I	See note 10 below. <u>(10)</u>
Common Stock	08/22/2012	S	2,600	D	\$ 0.82	14,992,295	I	See note 11 below. <u>(11)</u>
Common Stock	08/23/2012	S	15,350	D	\$ 0.77	14,976,945	I	See note 12 below. <u>(12)</u>
Common Stock	08/24/2012	S	7,500	D	\$ 0.72	14,969,445	I	See note 13 below. <u>(13)</u>
Common Stock	08/27/2012	S	19,823	D	\$ 0.66	14,949,622	I	See note 14 below. <u>(14)</u>
Common Stock	08/29/2012	S	6,095	D	\$ 0.65	14,943,527	I	See note 15 below. <u>(15)</u>
Common Stock	08/30/2012	S	13,700	D	\$ 0.66	14,929,827	I	See note 16 below. <u>(16)</u>

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

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SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CD INTERNATIONAL ENTERPRISES, INC. 431 FAIRWAY DRIVE SUITE 200 DEERFIELD BEACH, FL 33441	X
China Direct Investments, Inc. 431 FAIRWAY DRIVE, SUITE 200 DEERFIELD BEACH, FL 33441	X
Capital One Resource Co., Ltd. ROOM 804, SINO CENTRE, 582-592 NATHAN RD HONG KONG, K3 852	X
CDI Shanghai Management Co., Ltd. 59 MAOMING RD. (S) W6351, JINJIANG JUNLING MANSION SHANGHAI, F4 200020	X

## Signatures

/s/ Yuejian (James) Wang 08/31/2012

\_\_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).
- (1) 3,657,971 shares are owned directly by China Direct Investments, Inc. ("CDI"), 1,185,174 shares are owned by CDI Shanghai Management Co., 1,185,173 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (2) Gives effect to a May 14, 2012 two and one-half for one (2.5:1) stock split of the Issuer's outstanding and authorized shares of common stock (the "Stock Split"). All share amounts after May 14, 2012 give effect to the Stock Split.
- (3) 9,131,528 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (4) 9,121,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (5) 9,115,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.

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- 9,100,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (6) 9,095,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (7) 9,087,528 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (8) 9,077,528 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (9) 9,069,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (10) 9,066,428 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (11) 9,051,078 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (12) 9,043,578 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (13) 9,023,755 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (14) 9,017,660 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (15) 9,003,960 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (16)

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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