

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	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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