

COHEN PETER A
Form 4
November 12, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ramius LLC

(Last) (First) (Middle)

**599 LEXINGTON AVENUE, 20TH
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CPI CORP [CPY]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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. 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)
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/09/2009		S	63 D \$ 12.106	143,804	I	By Ramius Enterprise Master Fund Ltd ⁽³⁾ ⁽⁴⁾
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/10/2009		S	75 D \$ 12.055	143,729	I	By Ramius Enterprise Master Fund Ltd ⁽³⁾ ⁽⁴⁾
Common Stock,	11/11/2009		S	288 D \$ 12.1452	143,441	I	By Ramius Enterprise

\$0.40 Par Value <u>(1)</u> <u>(2)</u>								Master Fund Ltd <u>(3)</u> <u>(4)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/09/2009	S	56	D	\$ 12.106	127,874	I	By Ramius Multi-Strategy Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/10/2009	S	67	D	\$ 12.055	127,807	I	By Ramius Multi-Strategy Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/11/2009	S	256	D	\$ 12.1452	127,551	I	By Ramius Multi-Strategy Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/09/2009	S	69	D	\$ 12.106	157,394	I	By Ramius Merger Arbitrage Master Fund Ltd <u>(7)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/10/2009	S	82	D	\$ 12.055	157,312	I	By Ramius Merger Arbitrage Master Fund Ltd <u>(7)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/11/2009	S	316	D	\$ 12.1452	156,996	I	By Ramius Merger Arbitrage Master Fund Ltd <u>(7)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/09/2009	S	171	D	\$ 12.106	393,881	I	By Ramius Value and Opportunity Master Fund Ltd <u>(8)</u> <u>(9)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/10/2009	S	206	D	\$ 12.055	393,675	I	By Ramius Value and Opportunity Master Fund Ltd <u>(8)</u> <u>(9)</u>
Common Stock, \$0.40 Par	11/11/2009	S	790	D	\$ 12.1452	392,885	I	By Ramius Value and Opportunity

Value ⁽¹⁾ <u>(2)</u>									Master Fund Ltd ⁽⁸⁾ ⁽⁹⁾
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/09/2009	S	141	D	\$ 12.106	324,228	I		By RCG PB, Ltd ⁽¹⁰⁾
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/10/2009	S	170	D	\$ 12.055	324,058	I		By RCG PB, Ltd ⁽¹⁰⁾
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/11/2009	S	650	D	\$ 12.1452	323,408	I		By RCG PB, Ltd ⁽¹⁰⁾

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

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.

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Ramius LLC
599 LEXINGTON AVENUE
20TH FLOOR
NEW YORK, NY 10022

C4S & CO LLC
599 LEXINGTON AVENUE
20TH FLOOR
NEW YORK, NY 10022

COHEN PETER A
C/O RAMIUS LLC, 599 LEXINGTON AVENUE
20TH FLOOR
NEW YORK, NY 10022

STARK MORGAN B
C/O RAMIUS LLC, 599 LEXINGTON AVENUE
20TH FLOOR
NEW YORK, NY 10022

STRAUSS THOMAS W
C/O RAMIUS LLC, 599 LEXINGTON AVENUE
20TH FLOOR
NEW YORK, NY 10022

SOLOMON JEFFREY M
C/O RAMIUS LLC, 599 LEXINGTON AVENUE
20TH FLOOR
NEW YORK, NY 10022

RCG HOLDINGS LLC
C/O RAMIUS LLC,
599 LEXINGTON AVENUE
NEW YORK, NY 10022

COWEN GROUP, INC.
C/O RAMIUS LLC,
599 LEXINGTON AVENUE
NEW YORK, NY 10022

X

X

X

X

X

X

X

Signatures

/s/ Owen S. Littman, Authorized Signatory

11/12/2009

__Signature of Reporting Person

Date

/s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member

11/12/2009

__Signature of Reporting Person

Date

/s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen

11/12/2009

__Signature of Reporting Person

Date

/s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark

11/12/2009

__Signature of Reporting Person

Date

/s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss

11/12/2009

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__Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon	11/12/2009
__Signature of Reporting Person	Date
/s/ Owen S. Littman, Authorized Signatory	11/12/2009
__Signature of Reporting Person	Date
/s/ Owen S. Littman, Authorized Signatory	11/12/2009
__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).

(1) Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Multi-Strategy Master Fund Ltd, Ramius Merger Arbitrage Master Fund Ltd, Ramius Value and Opportunity Master Fund Ltd, and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

(2) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission.

(3) Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Enterprise Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the majority shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

(4) (Continued from previous footnote). As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

(5) Shares of Common Stock beneficially owned by Ramius Multi-Strategy Master Fund Ltd (Multi-Strategy Master Fund). As the sole member of Ramius Advisors, the investment manager of Multi-Strategy Master Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund.

(6) (Continued from previous footnote). As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund.

(7) Shares of Common Stock beneficially owned by Ramius Merger Arbitrage Master Fund Ltd (Merger Arbitrage Master Fund). As the sole member of Ramius Advisors, the investment advisor of Merger Arbitrage Master Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Merger Arbitrage Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Merger Arbitrage Master Fund. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Merger Arbitrage Master Fund. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Merger Arbitrage Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Merger Arbitrage Master Fund.

(8) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). As the sole member of RCG Starboard Advisors, LLC (RCG Starboard Advisors), the investment manager of Value and Opportunity Master Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock

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beneficially owned by Value and Opportunity Master Fund. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

(Continued from previous footnote). As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

Shares of Common Stock beneficially owned by RCG PB, Ltd (RCG PB). As the sole member of Ramius Advisors, the investment advisor of RCG PB, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.