FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OI	MR	AP	PR	C)	/A

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

#### 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* WITHROW WAYNE			2. Issuer Name and Ticker or Trading Symbol SEI CORP [ SEIC ]		ionship of Reporting Person(s all applicable) Director	(s) to Issuer	
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2003	X	Officer (give title below)  Executive Vice Pre	Other (specify below)	
ONE FREEDOM VALLEY DRIVE							
(Street)			If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi	dual or Joint/Group Filing (Che Form filed by One Reporting	,	
OAKS	PA	19456			Form filed by More than On	e 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 3. Trans if any Code (Month/Day/Year) 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/01/2003		M		12,000	A	\$4.2084	29,761.23	D	

# 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. Transac Code (In 8)		Deriva Secur Acqui or Dis	ities red (A) posed of str. 3, 4	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and An Securities Und Derivative Sec 3 and 4)	derlying	Derivative	Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (Right to buy)	\$4.2084	12/01/2003		M			12,000	12/17/1997	12/17/2003	Common Stock	12,000	\$0	0	D	

#### **Explanation of Responses:**

## Remarks:

The option vested in four equal installments beginning on the one year anniversary of December 17, 2003, the date of the grant.

Michelle Vaughn (Attorney-in-Fact) 12/02/2003

\*\* Signature of Reporting Person Date

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

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 Number.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).