## 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

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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 <u>WITHROW V</u>             | s of Reporting Person <sup>*</sup><br>VAYNE |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>SEI INVESTMENTS CO</u> [ SEIC ] |               | tionship of Reporting Person(s<br>all applicable)<br>Director                               | s) to Issuer<br>10% Owner |
|--|---|----------|--|---------------|---|---------------------------|
| (Last) (First) (Midd<br>ONE FREEDOM VALLEY DRIVE |   | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/01/2008                           |               | Officer (give title<br>below)<br>Executive Vice Pr  | Other (specify below)     |
| (Street)<br>OAKS                                 | РА  | 19456    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 | 6. Indiv<br>X | idual or Joint/Group Filing (Ch<br>Form filed by One Reportir<br>Form filed by More than Or | ig Person                 |
| (City)   | (State)                                     | (Zip)    |  |               |   |                           |

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

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | Execution Date, |      | tion<br>str. | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |   |                                    | Securities<br>Beneficially Owned<br>Following Reported | Form: Direct (D)<br>or Indirect (I)<br>(Instr. 4) | Beneficial<br>Ownership |
|---------------------------------|--|-----------------|------|--------------|--|---|------------------------------------|--|---|-------------------------|
|                                 |  |                 | Code | v            | (A) or (Instruction 2 or )   |   | Transaction(s)<br>(Instr. 3 and 4) |  | (Instr. 4)  |                         |
| Common Stock                    | 12/01/2008                                 |                 | М    |              | 20,000   | Α | \$7.48                             | 144,852  | D   |                         |

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

| 1. Title of<br>Derivative<br>Security (Instr.<br>3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transac<br>Code (In<br>8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3, 4<br>and 5) |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security (Instr.<br>3 and 4) |                                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|---------------------------------|---|--|--------|--|--------------------|--|-------------------------------------|---|--|--|--|
|   |   |  |   | Code                            | v | (A)  | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |   | Transaction(s)<br>(Instr. 4)   |  |  |
| Stock Option<br>(Right to Buiy)                     | \$7.48  | 12/01/2008                                 |   | М                               |   |  | 20,000 | 12/16/2005   | 12/16/2008         | Common<br>Stock  | 20,000                              | \$ <mark>0</mark>                                   | 0  | D  |  |

Explanation of Responses:

Remarks:

## Ruth Montgomery (Attorney in

fact)
\*\* Signature of Reporting Person

<u>12/02/2008</u> Date

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

 $^{\ast}$  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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