FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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l	OMB Number:	3235-0287
l	Estimated average burden	
l	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 INVESTMENTS CO [ SEIC ]		tionship of Reporting Person all applicable) Director	10% Owner Other (specify below)	
(Last) (First) (Middle) ONE FREEDOM VALLEY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 12/16/2008	X	Officer (give title below)  Executive Vice F		
(Street) OAKS PA 19456		19456	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi	idual or Joint/Group Filing (C Form filed by One Report Form filed by More than C	ing 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. Transac Code (Ir 8)	tion	4. Securities Ad Disposed Of (D			Securities Beneficially Owned Following Reported	 Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)

## 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D)	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)		
Common Stock (Right to Purchase)	\$14.62	12/16/2008		A		60,000		12/16/2015	12/16/2018	Common Stock	60,000	\$0	60,000	D	

Explanation of Responses:

Remarks:

Ruth Montgomery (Attorney in

Fact)

\*\* Signature of Reporting Person

Date

12/17/2008

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).