SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant [_]

Check the appropriate box:

[_] Preliminary Proxy Statement

[_] CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

[X] Definitive Proxy Statement

[_] Definitive Additional Materials

[_] Soliciting Material Pursuant to (S)240.14a-11(c) or (S)240.14a-12

SEI Corporation

(Name of Registrant as Specified In Its Charter)

--Enter Company Name Here--

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] $125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.

[_] $500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).

[_] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[_] Fee paid previously with preliminary materials.

[_] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the From or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date filed:

Notes:

SEI CORPORATION
680 East Swedesford Road
Wayne, Pennsylvania 19087

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 21, 1996

The Annual Meeting of Shareholders of SEI Corporation, a Pennsylvania business corporation, will be held at 11:00 a.m., local time, Tuesday, May 21, 1996, at 650 East Swedesford Road, Suite 120, Wayne, Pennsylvania, 19087 for the following purposes:

1. To elect two directors for a term expiring at the 1999 Annual Meeting;

2. To ratify the selection of Arthur Andersen LLP as the Company's auditors for 1996; and

3. To transact such other business as may properly come before the Annual Meeting or any adjournments thereof.

Only shareholders of record at the close of business on April 4, 1996, will be entitled to notice of, and to vote at, the Annual Meeting and at any adjournments thereof.

By order of the Board of Directors,

William M. Doran
Secretary
April 17, 1996

YOUR VOTE IS IMPORTANT. ACCORDINGLY, YOU ARE ASKED TO COMPLETE, SIGN, AND RETURN THE ACCOMPANYING PROXY CARD IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

SEI CORPORATION
680 East Swedesford Road
Wayne, PA 19087

PROXY STATEMENT
1996 ANNUAL MEETING OF SHAREHOLDERS

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of SEI Corporation (the "Company") of proxies for use at the 1996 Annual Meeting of Shareholders of the Company to be held on May 21, 1996 (the "1996 Annual Meeting") and at any adjournments thereof. Action will be taken at the meeting upon the election of two directors, ratification of the selection of Arthur Andersen LLP as the Company's auditors for 1996, and such other business as may properly come before the meeting and any adjournments thereof. This Proxy Statement, the accompanying proxy card, and the Company's Annual Report for 1995 will first be sent to the Company's shareholders on or about April 17, 1996.

VOTING AT THE MEETING

Only the holders of the Company's Common Stock, par value $.01 per share ("Shares"), of record at the close of business on April 4, 1996 are entitled to vote at the 1996 Annual Meeting. On that date there were 18,570,282 Shares outstanding and entitled to be voted at the meeting. Each holder of Shares entitled to vote will have the right to one vote for each Share standing in his or her name on the books of the Company. See "Ownership of Shares" for information regarding the ownership of Shares by directors, nominees, officers, and certain shareholders of the Company.

The Shares represented by each properly executed proxy card will be voted in the manner specified by the shareholder. If instructions to the contrary are not given, such Shares will be voted FOR the election to the Board of Directors of the nominees listed herein and FOR ratification of the selection of Arthur Andersen LLP as the Company's auditors for 1996. If any other matters are properly presented to the meeting for action, the

proxy holders will vote the proxies (which confer discretionary authority to vote on such matters) in accordance with their best judgment.

Execution of the accompanying proxy card will not affect a shareholder's right to attend the meeting and vote in person. Any shareholder giving a proxy has the right to revoke it by giving written notice of revocation to the Secretary of the Company at any time before the proxy is voted. Under the Pennsylvania Business Corporation Law, if a shareholder (including a nominee, broker, or other record owner) records the fact of abstention or fails to vote (including broker non-votes) either in person or by proxy, such action is not considered a vote cast and will have no effect on the election of directors or voting upon Proposal two.

(Proposal No. 1) Election of Directors

The Board of Directors of the Company currently consists of seven members and is divided into three classes, two classes each being comprised of two directors and one class being comprised of three directors. One class is elected each year to hold office for a three-year term and until successors of such class are duly elected and qualified, except in the event of death, resignation, or removal. Subject to shareholder approval at this meeting, two directors will be elected for the current class. This class will be elected at the 1996 Annual Meeting by a plurality of votes cast at the meeting.

Messrs. Carroll and Porter, both of whom are current members of the Board, have been nominated by the Board of Directors for election as directors at the 1996 Annual Meeting. Shares represented by properly executed proxy cards in the accompanying form will be voted for such nominees in the absence of instructions to the contrary. The nominees have consented to be named and to serve if elected. The Company does not know of anything that would preclude the nominees from serving if elected. If, for any reason, a nominee should become unable or unwilling to stand for election as a director, either the Shares represented by all proxies authorizing votes for such nominee will be voted for the election of such other person as the Board of Directors may recommend or the

number of directors to be elected at the 1996 Annual Meeting will be reduced accordingly.

The Board of Directors unanimously recommends that the shareholders vote FOR the election of Messrs. Carroll and Porter as directors at the 1996 Annual Meeting.

Set forth below is certain information concerning Messrs. Carroll and Porter and each of the five directors whose terms continue after the 1996 Annual Meeting.

Nominees for election at the 1996 Annual Meeting:

DONALD C. CARROLL, 65, has been a director since November 1979 and is the Chairman of the Audit Committee of the Board. Dr. Carroll has been a financial consultant since 1986. From 1984 until

November 1986, he was Chairman of CGW Data Services, Inc., a computer services company. From 1972 until 1985, Dr. Carroll was Professor of Management and Decision Sciences of the Wharton School of the University of Pennsylvania, and from 1972 until 1983 he served as Dean of the Wharton School. Dr. Carroll is the Chairman of Schulco, Inc., a privately-held company, and is a member of the Board of Directors of Vestaur Securities, Inc., a publicly-held company.

HENRY H. PORTER, JR., 61, has been a director since September 1981 and is a member of the Audit and Compensation Committees of the Board. Since June 1980, Mr. Porter has been a private investor and financial consultant. Mr. Porter is a member of the Board of Directors of Caldwell & Orkin Funds, Inc., which is an investment company.

Directors continuing in office with terms expiring in 1997:

HENRY H. GREER, 58, has been a director since November 1979 and is a member of the Audit Committee of the Board. Mr. Greer has served as the Company's President and Chief Operating Officer since August 1990. From May 1989 until August 1990, Mr. Greer served as President of the Company's Benefit Services Division under a consulting arrangement. For

the eleven-year period prior to August 1990, Mr. Greer was President of the Trident Capital Group, a venture capital firm.

RICHARD B. LIEB, 48, has been an Executive Vice President of the Company since October 1990. Mr. Lieb was named President of the Company's Investment Systems and Services Unit in 1995. Mr. Lieb was President and Chief Executive Officer of the Company's Insurance Asset Services Division from March 1989 until October 1990. From 1986 to 1989, Mr. Lieb served in various executive positions with the Company.

CARMEN V. ROMEO, 52, has been an Executive Vice President of the Company since December 1985 and has been Treasurer, Chief Financial Officer, and a director since June 1979.

Directors continuing in office with terms expiring in 1998:

ALFRED P. WEST, JR., 53, has been the Chairman of the Board of Directors and Chief Executive Officer of the Company since its inception in 1968. From June 1979 until August 1990, Mr. West also served as the Company's President. He is a member of the Compensation Committee of the Board.

WILLIAM M. DORAN, 55, has been a director since March 1985 and is a member of the Compensation Committee of the Board. Mr. Doran is Secretary of the Company and since October 1976 has been a partner in the law firm of Morgan, Lewis & Bockius, Philadelphia, Pennsylvania. Mr. Doran is a trustee of SEI Liquid Asset Trust, SEI Tax Exempt Trust, SEI Daily Income Trust, SEI Institutional Managed Trust, SEI Index Funds, SEI International Trust, Insurance Investment Products Trust, The Arbor Fund, The Advisors' Inner Circle Fund, and The Marquis Funds, each of which is an investment company for which the Company's subsidiaries act as administrator and distributor.

Board and Committee Meetings

The Board of Directors of the Company held eight meetings in 1995. During the year, all directors attended at least 75% of all meetings of the Board of Directors and of the committees on which they served. Standing

committees of the Board of Directors of the Company are the Audit Committee and Compensation Committee. Members of the Audit Committee are Messrs. Carroll, Greer and Porter. Members of the Compensation Committee are Messrs. West, Doran and Porter.

During 1995, the Audit Committee met two times. The principal functions of the Audit Committee are to review with management and the Company's independent public accountants the scope and results of the various audits conducted during the year; to discuss with management and the Company's independent public accountants the Company's annual financial statements; and to review fees paid to, and the scope of services provided by, the Company's independent public accountants.

During 1995, the Compensation Committee met four times. The principal function of the Compensation Committee is to administer the Company's compensation programs, including its stock option plans and bonus and incentive plans. The Committee also reviews with management and approves the salaries of senior corporate officers and employment agreements between the Company and senior corporate officers.

The Board of Directors does not have a Nominating Committee. The Board will consider nominees for election to the Board of Directors recommended by the Company's shareholders. All such recommendations should be submitted in writing to the Board at the Company's principal office.

OWNERSHIP OF SHARES

The following table contains information as of February 29, 1996 relating to the beneficial ownership of Shares by each of the nominees for election to, and members of, the Board of Directors, by the Chief Executive Officer and each of the four other most highly compensated executive officers of the Company, by the nominees for election to, and members of, the Board of Directors and the Company's officers as a group, and by the holders of 5% or more of the total Shares outstanding. As of February 29, 1996, there were 18,553,438 Shares outstanding. Information as to the

number of Shares owned and the nature of ownership has been provided by these persons and is not within the direct knowledge of the Company. Unless otherwise indicated, the named persons possess sole voting and investment power with respect to the Shares listed.

<TABLE>
<CAPTION>

NAME OF INDIVIDUAL OR IDENTITY OF GROUP	NUMBER OF SHARES OWNED	PERCENT OF CLASS (1)
<S>	<C>	<C>
Alfred P. West, Jr.(/2/)................	5,442,157	27.6%
Donald C. Carroll(/3/)..................	175,984	*
William M. Doran(/3/) (/4/)............	820,320	4.2%
Henry H. Porter, Jr.(/3/)...............	54,000	*
Henry H. Greer(/3/).....................	369,025	1.9%
Carmen V. Romeo(/3/) (/5/)..............	457,430	2.3%
Richard B. Lieb(/3/)....................	249,000	1.3%
Edward D. Loughlin(/3/).................	114,424	*
All executive officers and directors as a group (11 persons)(/6/).............	8,054,766	40.8%
Thomas W. Smith(/7/)....................	1,707,200	8.6%
Thomas N. Tryforos(/7/).................	1,449,024	7.3%
Tiger Management Corporation(/8/).......	1,193,000	6.0%

</TABLE>

(1) Based upon 19,749,138 Shares which is comprised of 18,553,438 Shares outstanding on February 29, 1996 plus 1,195,700 Shares which may be acquired upon the exercise of stock options by all executive officers and directors as a group on or before April 30, 1996. Asterisk indicates less than 1%.

(2) Includes an aggregate of 4,000 Shares held by Mr. West's wife and 817,454 Shares held in trusts for the benefit of Mr. West's children, of which Mr. West's wife is a trustee or co-trustee. Mr. West disclaims beneficial ownership of the Shares held in trust. Mr. West's address is c/o SEI Corporation,

680 East Swedesford Road, Wayne, PA 19087.

(3) Includes, with respect to Messrs. Carroll, Doran, Porter, Greer, Romeo, Lieb, and Loughlin, 38,000, 38,000, 38,000, 341,750, 118,750, 249,000, and 109,000 Shares, respectively, which may be acquired upon exercise of stock options exercisable on or before April 30, 1996.

(4) Includes an aggregate of 699,000 Shares held in trust for the benefit of Mr. West's children, of which Mr. Doran is a co-trustee and, accordingly, shares voting and investment power. Mr. Doran disclaims beneficial ownership of the Shares held in trust.

(5) Includes an aggregate of 5,500 Shares held in custodianship for the benefit of Mr. Romeo's minor children, of which Mr. Romeo's brother is a custodian. Mr. Romeo disclaims beneficial ownership of the Shares held in custodianship.

(6) Includes 1,195,700 Shares which may be acquired upon the exercise of stock options exercisable on or before April 30, 1996.

(7) Based upon a Schedule 13D filing with the SEC dated July 31, 1992, as amended on August 26, 1992, and May 13, 1993. Messrs. Smith and Tryforos share voting and investment power with respect to 1,442,000 Shares in their capacities as general partners to private investment limited partnerships. Mr. Smith is the beneficial owner of an additional 65,200 Shares in his capacity as investment manager to certain advisory clients. In addition, Messrs. Smith and Tryforos own 200,000 and 7,024 Shares, respectively, for their own accounts. The address of Messrs. Smith and Tryforos is 323 Railroad Avenue, Greenwich, CT 06830.

(8) Based upon a Schedule 13G filing with the SEC dated February 12, 1996 indicating beneficial ownership of 1,102,100 shares by Tiger Management Corporation ("TMC") and 90,900 shares by Panther Partners, L.P. and Panther Management Company, L.P. ("PMCLP"), with each such entity having shared voting and dispositive power as to such shares. Such Schedule 13G indicates that Julian H. Robertson, Jr. is the ultimate controlling person of TMC and PMCLP and is the beneficial owner, with shared voting and dispositive power, of such 1,193,000 shares.

EXECUTIVE COMPENSATION

The Summary Compensation Table set forth below includes individual compensation information on the Company's Chief Executive Officer and the Company's four other most highly paid executive officers for services rendered in all capacities for the years ended December 31, 1995, 1994 and 1993.

SUMMARY COMPENSATION TABLE

<TABLE>
<CAPTION>

	ANNUAL COMPENSATION				LONG-TERM COMPENSATION AWARDS	
NAME & PRINCIPAL POSITION	FISCAL YEAR	SALARY ($) (1)	BONUS ($) (2)	OTHER ANNUAL COMPENSATION ($) (3)	SECURITIES UNDERLYING OPTIONS/SAR'S	ALL OTHER COMPENSATION ($) (4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Alfred P. West, Jr.......	1995	$310,000	$240,000	-0-	-0-	$3,600
Chairman of the Board						
and	1994	$310,000	$240,000	-0-	-0-	$3,600
Chief Executive Officer	1993	$310,000	$200,000	-0-	-0-	$5,396
Henry H. Greer...........	1995	$285,000	$215,000	-0-	-0-	$3,600
Director, President and						
Chief	1994	$285,000	$215,000	-0-	15,000	$3,600
Operating Officer	1993	$285,000	$190,000	-0-	15,000	$5,396
Richard B. Lieb..........	1995	$260,000	$265,000	-0-	-0-	$3,600
Director and Executive	1994	$260,000	$150,000	-0-	20,000	$3,600
Vice President	1993	$248,846	$175,000	-0-	20,000	$5,396
Edward D. Loughlin.......	1995	$250,000	$150,000	-0-	-0-	$3,600

Executive Vice President	1994	$250,000	$150,000	-0-	10,000	$3,600
	1993	$240,384	$134,808(5)	-0-	110,000	$5,396
Carmen V. Romeo..........	1995	$250,000	$150,000	-0-	-0-	$3,600
Director, Executive Vice President	1994	$215,252	$185,000	-0-	15,000	$3,600
Treasurer, and Chief Financial Officer	1993	$215,252	$130,000	-0-	15,000	$5,396

</TABLE>

(1) Compensation deferred at the election of the executive, pursuant to the Company's Capital Accumulation Plan ("CAP"), is included in the year earned.
(2) Cash bonuses for services rendered during 1995, 1994 and 1993 have been listed in the year earned, but were actually paid in the following fiscal year.
(3) The table does not include the discount that the executive received when he purchased Shares of Common Stock pursuant to the Company's Employee Stock Purchase Plan, which permits all employees of the Company who satisfy certain length of service requirements to purchase Shares of Common Stock at 85% of fair market value.
(4) The stated amounts are Company matching contributions to the CAP.
(5) Includes amounts paid to Mr. Loughlin as sales compensation. Mr. Loughlin served in a sales role during part of 1993.

The Company has an employment agreement with Mr. West (which renews annually in May) pursuant to which he is entitled to a certain minimum base salary, a bonus based on the performance of the Company, and certain retirement benefits. The Company also has an employment agreement with Mr. Richard B. Lieb, Executive Vice President of the Company. Mr. Lieb's employment agreement is for a one-year term and renews annually in July of each year unless terminated prior thereto by either Mr. Lieb or the Company. In the event that the Company terminates his employment agreement without cause, Mr. Lieb is entitled to one year's severance pay. Mr. Lieb's employment agreement provides for a certain minimum base salary and participation in management bonus programs. Mr. Lieb received a base salary of $260,000 in 1995.

The Securities and Exchange Commission's proxy rules also require disclosure of the range of potential realizable values from stock options granted during the fiscal year ended December 31, 1995, at assumed rates of stock price appreciation through the expiration date of the options, and the value realized from the exercise of options during the fiscal year ended December 31, 1995. No options were granted in 1995 to the Company's Chief Executive Officer or four other most highly compensated executive officers.

OPTION GRANTS IN LAST FISCAL YEAR

<TABLE>
<CAPTION>

	INDIVIDUAL GRANTS				
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS/SAR'S GRANTED (#)	% OF TOTAL OPTIONS/SAR'S GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE PER SHARE ($/SH)	EXPIRATION DATE	GRANT DATE PRESENT VALUE($)
<S>	<C>	<C>	<C>	<C>	<C>
Alfred P. West, Jr......	-0-	0.0	N/A	N/A	N/A
Henry H. Greer..........	-0-	0.0	N/A	N/A	N/A
Richard B. Lieb.........	-0-	0.0	N/A	N/A	N/A
Edward D. Loughlin......	-0-	0.0	N/A	N/A	N/A
Carmen V. Romeo.........	-0-	0.0	N/A	N/A	N/A

</TABLE>

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

<TABLE>
<CAPTION>

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED ($)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SAR'S HELD AT FISCAL YEAR END (#) EXERCISABLE	UNEXERCISABLE	VALUE OF UNEXERCISED, IN-THE-MONEY OPTIONS AT FISCAL YEAR END ($) (1) EXERCISABLE	UNEXERCISABLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Alfred P. West, Jr......	-0-	$0.00	-0-	-0-	$ 0.00	$ 0.00
Henry H. Greer..........	-0-	$0.00	341,750	22,250	$3,707,812.50	$ 63,437.50
Richard B. Lieb.........	-0-	$0.00	249,000	27,000	$3,503,750.00	$ 66,250.00
Edward D. Loughlin......	-0-	$0.00	109,000	65,000	$ 804,562.50	$242,812.50
Carmen V. Romeo.........	-0-	$0.00	118,750	21,250	$1,462,187.50	$ 56,562.50

</TABLE>

(1) Represents the difference between the closing price of the Company's Common Stock at December 31, 1995 ($21.75), and the exercise price of the options.

Director Compensation

Each director who is not an employee of the Company receives $1,800 per meeting attended and an annual retainer of $10,800. The chairman of the Audit Committee receives an additional annual fee of $2,400.

Under the Company's Stock Option Plan for Non-Employee Directors (the "Directors' Option Plan"), which was approved by the shareholders at the 1988 Annual Meeting, each director not employed by the Company is awarded an option on the last business day of each year to purchase 4,000 Shares. These options have an exercise price equal to the fair market value of the Shares as of the date of grant and a ten-year term. The options become exercisable in four equal annual installments beginning one year from the date of option grant. Options generally terminate 30 days after the optionee ceases to be a non-employee director of the Company, except that this period is extended to one year in the event such termination was due to the director's death, disability, or employment by the Company.

In 1995, Messrs. Carroll, Doran and Porter, the Company's non-employee directors, each received options under the Directors' Option Plan to purchase 4,000 Shares at an exercise price of $21.75 per share.

Compensation Committee Report on Executive Compensation

The Company's compensation philosophy (which is intended to apply to all members of management, including the Chief Executive Officer and the President and Chief Operating Officer), as implemented by the Compensation Committee, is to provide a compensation program which results in competitive levels of compensation while providing incentives for management to attain the Company's annual goals and longer term objectives. The Compensation Committee, consisting of two non-employee directors and Mr. West, the Chairman and Chief Executive Officer and largest shareholder of the Company, approves all policies and plans under which compensation is paid or awarded to management employees. Included in this group are management employees of all of its business units other than sales employees who are under sales commission compensation. The compensation program for management employees consists of base salary; bonuses pursuant to incentive plans; and grants of stock options (in addition to benefits afforded all employees such as healthcare insurance). Included in management is the Company's 16 member Management Committee which is referred to herein as "senior management."

The compensation program includes annual financial goals as well as non-financial goals which are expected to have future financial benefits to the Company. The program is reviewed each year and adjusted at the beginning of the year to reflect the financial and non-financial goals for that year. The Company believes that this compensation approach has enabled it to attract and retain highly qualified personnel who support and implement the Company's goals.

The discussion below describes the Compensation Committee's compensation process for 1995 and its current strategies for compensation.

Base Salaries

The Compensation Committee seeks to set base salaries for senior management at levels that are competitive with salaries paid to management with comparable qualifications, experience, and

responsibilities at companies of comparable size engaged in the same or similar businesses as the Company. Several years ago, the Company retained an independent compensation consultant to provide competitive compensation information which was used by the Compensation Committee in reviewing base salaries and total compensation for senior management at that time. Based upon this information, the Company believes the base salaries for senior management were then set at or near the median of competitive base salaries. Since then the Committee has minimized base salary increases for senior management and, in general, base salaries have not increased from 1992 to 1995 except in connection with promotions or increased responsibilities of certain individuals. The Committee expects to continue to minimize base salary increases with more compensation tied to performance objectives. Base salaries, however, may be adjusted if an officer is promoted to a higher level management position or is given increased responsibilities. In addition, the Committee may retain an independent consultant in 1996 to again review management compensation in light of that offered in comparable businesses.

Incentive Bonuses

During the first quarter of each year, the Compensation Committee reviews target goals of profitability and revenue growth for the Company which are developed by the Chief Executive Officer, the President and Chief Operating Officer, and senior management of the Company. The Compensation Committee uses these to set threshold and target goals of profitability and revenue growth for purposes of the incentive compensation plan for the year. Goals are established at the corporate level and also at business unit levels. Bonus pools for achieving targets are established for business units and for senior management (including the Chief Executive Officer and the President and Chief Operating Officer). These target bonus pools are prorated if the target goals are exceeded or if they are not met, provided that the threshold goals are met. In addition, the size of the final bonus pools may be adjusted for non-financial achievements, changes in the market units or other organizational changes

during the year. During December of each year, the Compensation Committee reviews the Company's actual performance as compared to the threshold and target goals and determines the total amount of bonuses for the year and the specific bonuses to be paid to the Chief Executive Officer, the President and Chief Operating Officer and senior management. The amount of the bonus paid to each member of senior management (other than the Chief Executive Officer and the President and Chief Operating Officer) is based upon recommendations from the Chief Executive Officer and the President and Chief Operating Officer and reflects, in addition to overall Company performance, the performance of his or her business unit, and any individual achievements during the year as well as internal and client evaluations. The amounts of the bonuses paid to the Chief Executive Officer and the President and Chief Operating Officer of the Company are determined by the non-employee members of the Compensation Committee based upon the Company's achievement of profitability and revenue growth goals and the achievement of strategic organizational goals.

For 1995, the Compensation Committee approved an incentive compensation plan in February 1995 which included measures for Company revenue growth and profitability, the implementation of strategic objectives and achievement of certain special projects. This plan was conditioned on the Company achieving a threshold earnings per share level and contemplated bonus pools for each business unit based on achievement of the threshold earnings per share level. In May 1995, the Company announced its intention to treat the Capital Resources Division and Defined Contribution Retirement Services Division as discontinued operations. The threshold earnings per share level for purposes of the incentive compensation plans was adjusted accordingly.

In December 1995 the Compensation Committee reviewed financial performance of the Company for 1995 and various other factors such as achievement of 1995 non-financial objectives and special projects. The Compensation Committee determined that there had been significant achievements in 1995 including meeting the threshold financial goal, but

noted that the higher target goal had not been met. As a result, the Compensation Committee approved incentive bonuses for senior management which, in the aggregate, was slightly less than the amount paid in 1994; and approved incentive bonuses for all management employees in an aggregate amount slightly higher than the amount paid out in 1994.

Stock Options

Prior to 1992, the philosophy of the Company was to grant stock options to senior management as an additional form of compensation for services rendered. In accordance with this philosophy, senior management normally would receive option grants each year except that Mr. West, the Chairman, Chief Executive Officer and largest shareholder of the Company, has never received stock option grants from the Company.

The Compensation Committee has been reviewing the use of stock option grants as a way to promote long-term ownership of the Company's common stock by management. The Committee believes that ownership of common stock and options increases the alignment of management's incentives to the long-term goals of the Company and its shareholders. However, it noted that stock options do not necessarily result in employees retaining stock ownership over a long period. The Compensation Committee has asked management of the Company to complete its own review of the benefits of stock options and how to further align management's interests with those of shareholders. It expects these recommendations to be received in late 1996. Based on this ongoing review, the Compensation Committee determined in December 1995 that option grants for 1995 to management should be reduced from the levels granted in 1994. The result was that the Compensation Committee approved stock option grants which, in the case of senior management, were approximately one third of those granted in 1994 and in the case of all management were approximately 60% of those granted in 1994. The exercise price of these options was the fair market value of the Common Stock on the date of grant. As with prior grants, these stock options have a

ten-year term and vest in four equal annual installments measured from the date of option grant.

This report of the Compensation Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

COMPENSATION COMMITTEE

Alfred P. West, Jr.
William M. Doran
Henry H. Porter, Jr.

Compensation Committee Interlocks and Insider Participation

Members of the Company's Compensation Committee are Messrs. West, Doran and Porter. Mr. West is the Chief Executive Officer of the Company. Mr. Doran is a partner in the law firm of Morgan, Lewis & Bockius LLP, which performed services for the Company during the year ended December 31, 1995. The Company proposes to retain the services of such firm in 1996.

STOCK PRICE PERFORMANCE GRAPH

The Stock Price Performance Graph below compares the yearly percentage change in the cumulative total return (based upon changes in share prices) of the Company's Common Stock against the NASDAQ National Market System ("NASDAQ Market Index") and a peer industry group that consists of software, data processing companies (40%) and financial, fund management companies (60%). The percentage allocation for each industry group is based on the percentage of the Company's revenue attributable to each line of business during the fiscal year ended December 31, 1995. The graph assumes a $100 investment on January 1, 1990 and the reinvestment of all dividends.

[GRAPH APPEARS HERE]

<TABLE>

COMPARISON OF FIVE YEAR CUMULATIVE RETURN
AMONG SEI CORPORATION, PEER GROUP AND NASDAQ MARKET INDEX

<CAPTION>

Measurement period (Fiscal Year Covered)	SEI CORPORATION	PEER GROUP	NASDAQ MARKET INDEX
<S>	<C>	<C>	<C>
Measurement PT - 12/31/89	$ 100	$ 100	$ 100
FYE 12/31/90	$ 124.54	$ 97.4	$ 81.12
FYE 12/31/91	$ 147.95	$ 149.11	$ 104.14
FYE 12/31/92	$ 181.69	$ 161.33	$ 105.16
FYE 12/31/93	$ 302.33	$ 195.2	$ 126.14
FYE 12/31/94	$ 200.47	$ 209.03	$ 132.44

</TABLE>

The Stock Price Performance Graph shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

(Proposal No. 2) RATIFICATION OF SELECTION OF AUDITORS

The Board of Directors has appointed Arthur Andersen LLP, independent public accountants, to be the Company's auditors for 1996. Although not required to do so, the Board has determined that it would be desirable to request ratification of this appointment by the holders of Shares of the Company. If such ratification is not received, the Board will reconsider the appointment. Representatives of Arthur Andersen LLP are expected to be available at the Annual Meeting to respond to appropriate questions and to make a statement if they so desire.

The affirmative vote of a majority of the votes cast at the Annual Meeting by the holders of the outstanding Shares is required for the ratification of this selection. The Board of Directors unanimously recommends that the shareholders vote FOR approval of this proposal.

OTHER MATTERS

As of the date of this Proxy Statement, management knows of no other matters to be presented for action at the Annual Meeting. However, if any further business should properly come before the Annual Meeting, the persons named as proxies in the accompanying proxy card will vote on such business in accordance with their best judgment.

SOLICITATION OF PROXIES

The accompanying proxy card is solicited on behalf of the Board of Directors of the Company. Following the original mailing of the proxy materials, proxies may be solicited personally by officers and employees of

the Company, who will not receive additional compensation for these services. The Company will reimburse banks, brokerage firms, and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material to beneficial owners of Shares.

PROPOSALS OF SHAREHOLDERS

Proposals which shareholders intend to present at the next Annual Meeting of Shareholders of the Company must be received by the Secretary of the Company at its principal offices (680 East Swedesford Road, Wayne, Pennsylvania 19087) no later than December 20, 1996.

ADDITIONAL INFORMATION

The Company will provide without charge to any person from whom a proxy is solicited by the Board of Directors, upon the written request of such person, a copy of the Company's 1995 Annual Report on Form 10-K, including the financial statements and schedules thereto, required to be filed with the Securities and Exchange Commission pursuant to Rule 13a-1 under the Securities Exchange Act of 1934, as amended. Such written requests should be directed to Murray A. Louis, Vice President, at the Company's principal offices.

SEI Corporation 680 East Swedesford Road Wayne, PA 19087

PROXY SEI CORPORATION PROXY

This proxy is solicited on behalf of the Board of Directors

The undersigned shareholder of SEI Corporation (the "Company") hereby appoints Kevin P. Robins, Sandra K. Orlow and Kathryn Stanton, or any of them (with full power to act alone in the absence of the other and with full power of substitution in each), the proxy or proxies of the undersigned, and hereby authorizes any of them to represent and to vote as designated on the reverse, all Shares of Common Stock of SEI Corporation held of record by the undersigned at the close of business on April 4, 1996, at the Annual Meeting of Shareholders to be held on May 21, 1996, and at any adjournments thereof.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE)

....

A [ ] Please mark your +++ +
[X] votes as in this + +
[ ] example +++++

(Instructions: To withhold authority to vote for any individual nominee, strike each nominee's name from name from the list of nominees.)

	FOR ALL	WITHHOLD ALL
1. Election of Directors	[ ]	[ ]

FOR, except vote withheld from the following nominees.

Nominees: Donald C. Carroll
Henry H. Porter, Jr.

	FOR	AGAINST	ABSTAIN
2. Restriction of the selection of Arthur Andersen LLP at the Company's auditors for 1996	[ ]	[ ]	[ ]

3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting of any adjournments thereof.

This proxy, when properly executed will be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR Proposal 1 and 2.

CHECK HERE FOR ADDRESS CHANGE [ ]

CHECK HERE IF YOU PLAN TO ATTEND THE MEETING [ ]

Please mark, sign, date, and return the proxy card promptly using the enclosed envelope.

SIGNATURE(S)____ DATE_____________________

Note: Please sign exactly as name appears hereon. When shares are held by joint tenants, joint tenants should sign. When signing as attorney, executor, administrator, trustee or guardian please give full title as such. If a corporation, please sign in the corporate name by the President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

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