

Morgan, Lewis & Bockius LLP  
2000 One Logan Square  
Philadelphia, PA 19130-6993  
Telephone No.: (215) 963-5000  
Fax No.: (215) 963-5299

December 2, 1997

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: SEI Investments Capital Accumulation Plan Annual Report on Form 11-K  
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Dear Sir or Madam:

On behalf of the SEI Investments Capital Accumulation Plan (the "Plan"), we have filed with the Securities and Exchange Commission (the "Commission") via the EDGAR system today the Plan's Annual Report on Form 11-K (the "Form 11-K"), pursuant to the Securities and Exchange Act of 1934, as amended, and the Rules promulgated thereunder.

Pursuant to General Instruction A.2.(ii) to Form S-8, the Form 11-K is being filed concurrently with the filing by SEI Investments Company of a registration statement on Form S-8 relating to the registration of 1,000,000 shares and an indeterminate amount of interests to be offered or sold pursuant to the Plan.

If you have any questions or comments concerning the enclosed filing, please do not hesitate to telephone the undersigned at 215-963-5167 or N. Jeffrey Klauder at 215-963-5694.

Very truly yours,

/s/ Martin S. Nelson

Martin S. Nelson

Attachment

cc: Kevin P. Robins  
N. Jeffrey Klauder

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 11-K

ANNUAL REPORT  
PURSUANT TO SECTION 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED, EFFECTIVE OCTOBER 7, 1996].

For the fiscal year\* ended: DECEMBER 31, 1996  
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OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED].

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-10200  
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A. Full title of the plan and address of the plan, if different from that of the issuer named below: SEI INVESTMENTS CAPITAL ACCUMULATION PLAN  
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B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: SEI INVESTMENTS COMPANY  
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1 FREEDOM VALLEY DRIVE  
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OAKS, PA 19456

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\* This report is being filed pursuant to General Instruction A.2.(ii) to Form S-8.

SEI INVESTMENTS  
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CAPITAL ACCUMULATION PLAN  
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INDEX TO FINANCIAL STATEMENTS AND SCHEDULES  
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STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS -- DECEMBER 31, 1995

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS --  
FOR THE YEAR ENDED DECEMBER 31, 1996

NOTES TO FINANCIAL STATEMENTS

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PURPOSES -- DECEMBER 31, 1996

SCHEDULE II--ITEM 27(d)--SCHEDULE OF REPORTABLE TRANSACTIONS --  
FOR THE YEAR ENDED DECEMBER 31, 1996

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Plan Administrator of  
SEI Investments  
Capital Accumulation Plan:

We have audited the accompanying statements of net assets available for benefits of SEI Investments Capital Accumulation Plan (the "Plan") as of December 31, 1996 and 1995, and the related statement of changes in net assets available for benefits for the year ended December 31, 1996. These financial statements and the schedules referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1996 and 1995, and the changes in its net assets available for benefits for the year ended December 31, 1996 in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the accompanying index are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The fund information in the statements of net assets available for benefits and the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

SEI INVESTMENTS  
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CAPITAL ACCUMULATION PLAN  
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STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS  
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DECEMBER 31, 1996  
-----

	Stable	Core Fixed Income Fund	Large Cap Value Fund	Core Interna- tional Fund	Small Cap Growth Fund	Large Cap Growth Fund	Diversified Moderate Growth Fund
<TABLE> <CAPTION>							
Diversified							
Global							
Growth							
Fund							
-----							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							
Investments	\$5,944,371	\$3,088,457	\$11,355,493	\$4,111,927	\$11,002,836	\$11,611,527	\$9,724
\$1,425,624							
Cash and Short- Term Fund	2,330	391	3,089	1,119	2,999	3,160	9
388							
Participant Loans	--	--	--	--	--	--	--
--							
Interest Receivable	29,766	--	--	--	--	--	--
--							
-----							
Net Assets Available For Benefits	\$5,976,467	\$3,088,848	\$11,358,582	\$4,113,046	\$11,005,835	\$11,614,687	\$9,733
\$1,426,012							
=====							
<CAPTION>							
	Diversified Global Stock Fund	Diversified Conservative Fund	SEI Stock	Participant Loans	Total		
<S>	<C>	<C>	<C>	<C>	<C>		
Investments	\$3,075,452	\$314,794	\$409,400	--	\$52,349,605		
Cash and Short- Term Fund	836	86	154	--	14,561		
Participant Loans	--	--	--	700,801	700,801		
Interest Receivable	--	--	--	--	29,766		
-----							
Net Assets Available For Benefits	\$3,076,288	\$314,880	\$409,554	\$700,801	\$53,094,733		
=====							
</TABLE>							

The accompanying notes are an integral part of this statement.

SEI INVESTMENTS  
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CAPITAL ACCUMULATION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 1995

<TABLE>  
<CAPTION>

	Stable Asset Fund	Core Fixed Income Fund	Equity Income Fund	Large Cap Value Fund	Capital Appre- ciation Fund	Core Interna- tional Fund
Investments \$9,080,216	\$5,984,299	\$3,251,428	\$5,484,465	\$4,540,387	\$10,182,900	\$3,664,923
Cash and Short- Term Fund 1,938	2,066	702	1,171	969	2,176	782
Participant Loans	--	--	--	--	--	--
Interest Receivable	30,742	--	--	--	--	--
Net Assets Available For Benefits \$9,082,154	\$6,017,107	\$3,252,130	\$5,485,636	\$4,541,356	\$10,185,076	\$3,665,705

<CAPTION>

	Small Cap Value Fund	Large Cap Growth Fund	SEI Stock	Participant Loans	Total
Investments	\$143,878	\$361,290	\$429,410	\$ --	\$43,123,196
Cash and Short- Term Fund	31	77	95	--	10,007
Participant Loans	--	--	--	627,827	627,827
Interest Receivable	--	--	--	--	30,742
Net Assets Available For Benefits	\$143,909	\$361,367	\$429,505	\$627,827	\$43,791,772

</TABLE>

The accompanying notes are an integral part of this statement.

SEI INVESTMENTS

CAPITAL ACCUMULATION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1996

<TABLE>  
<CAPTION>

	Stable Asset Fund	Core Fixed Income Fund	Large Cap Value Fund	Core International Fund	Small Cap Growth Fund
<S>	<C>	<C>	<C>	<C>	<C>
Employee Contributions	\$ 386,891	\$ 288,836	\$ 563,995	\$ 527,241	\$ 996,573
Employer Contributions	87,356	91,923	161,983	166,451	304,379
Net Realized/Unrealized Gain (Loss)	--	(148,431)	441,189	(48,883)	(245,233)
Dividend and Interest Income	335,342	256,110	554,449	244,083	2,073,070
Interfund Transfers - Net	(117,548)	(374,810)	5,411,069	(195,945)	(483,544)
Distributions to Participants	(732,681)	(276,910)	(315,459)	(245,606)	(721,564)
Net Increase/(Decrease)	(40,640)	(163,282)	6,817,226	447,341	1,923,681
Net Assets Available For Benefits, January 1, 1996	6,017,107	3,252,130	4,541,356	3,665,705	9,082,154
Net Assets Available for Benefits, December 31, 1996	\$5,976,467	\$3,088,848	\$11,358,582	\$4,113,046	\$11,005,835

<CAPTION>

	Large Cap Growth Fund	Diversified Moderate Growth Fund	Diversified Global Growth Fund	Diversified Global Stock Fund	Diversified Conserative Fund
<S>	<C>	<C>	<C>	<C>	<C>
Employee Contributions	\$ 203,847	\$ 54	\$ 2,287	488,496	251
Employer Contributions	54,264	10	1,097	2,105	82
Net Realized/Unrealized Gain (Loss)	(26,931)	73	8,039	39,001	1,541
Dividend and Interest Income	116,455	6	400	20	2,219
Interfund Transfers - Net	10,938,673	9,587	1,413,800	2,545,830	310,706
Distributions to Participants	(32,988)	3	389	836	81
Net Increase/(Decrease)	11,253,320	9,733	1,426,012	3,076,288	314,880
Net Assets Available For Benefits, January 1, 1996	361,367	--	--	--	--
Net Assets Available for Benefits, December 31, 1996	\$11,614,687	\$9,733	\$1,426,012	\$3,076,288	\$314,880

<CAPTION>

	Equity Income Fund	Capital Appre- ciation Fund	Small Cap Value Fund	SEI Stock	Participant Loans	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Employee Contributions	\$ 502,088	\$ 840,828	\$108,135	\$ --	\$ --	4,909,522
Employer Contributions	169,076	275,630	30,636	--	--	1,344,992
Net Realized/Unrealized Gain (Loss)	19,849	(324,204)	49,428	9,448	--	(225,114)
Dividend and Interest Income	987,254	2,517,385	36,444	4,248	--	7,127,485
Interfund Transfers - Net	(6,610,539)	(12,590,248)	(357,862)	(7,309)	108,140	--

Distributions to Participants	(553,364)	(904,467)	(10,690)	(26,338)	(35,166)	(3,853,924)
Net Increase/ (Decrease)	(5,485,636)	(10,185,076)	(143,909)	(19,951)	72,974	9,302,961
Net Assets Available For Benefits, January 1, 1996	5,485,636	10,185,076	143,909	429,505	627,827	43,791,772
Net Assets Available for Benefits, December 31, 1996	\$ --	\$ --	\$ --	\$409,554	\$700,801	\$53,094,733

</TABLE>

The accompanying notes are an integral part of this statement.

SEI INVESTMENTS

CAPITAL ACCUMULATION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1996 and 1995

1. PLAN DESCRIPTION:

The following description of the SEI Investments (the "Company") Capital Accumulation Plan (the "Plan"), formerly SEI Corporation Capital Accumulation Plan, provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Effective January 1, 1983, the Board of Directors of the Company established the Savings and Investment Plan ("SIP"), a contributory defined contribution plan.

Effective January 1, 1988, the SEI Corporation Tax Credit Employee Stock Ownership Plan ("ESOP") transferred its assets to SIP, and SIP was renamed the SEI Corporation Capital Accumulation Plan. All ESOP participants are fully vested. These transferred assets will be distributed in a lump sum to participants or their beneficiaries upon termination of employment, retirement, death, or total disability. There will be no other activity related to these assets.

Effective April 1, 1993, the ESOP was eliminated. ESOP participants were required to direct their balances to the other investment options or to take distributions. ESOP participants remain fully vested in these amounts.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan provides retirement benefits, including provisions for early retirement and disability benefits, as well as a tax-deferred savings feature. An employee may enroll in the Plan on the first day of the payroll period in the month following their date of employment. A participant may make tax-deferred contributions to the Plan up to the lesser of 15 percent of compensation or \$9,500 for the calendar year 1996, which are deposited into a "deferral account." Beginning January 1, 1995, a participant is no longer permitted to make post-tax contributions. Prior to January 1, 1995, a participant could have made post-tax contributions up to 10 percent of their compensation which were deposited into a "savings account".

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All Company contributions are discretionary and will be made out of available profits. The Company's matching contribution may not exceed four percent of the participant's annual compensation or \$3,600, whichever is lower, and will be credited to the participant's matching contribution account. In addition, the Company may make a contribution to all participants which will be allocated among eligible participants in the same proportion that each participant's compensation bears to the aggregate compensation of all participants.

The latter Company contributions will be credited to the participant's profit-sharing account. Participants are eligible to receive Company contributions at the point when the participant is eligible to contribute to the Plan. The Company's matching contributions to the Plan were \$1,344,992 and \$1,064,735 for 1996 and 1995, respectively. The Company made no other discretionary contributions during 1996 and 1995.

As of December 31, 1996, contributions may be invested in the following investment options: a Stable Asset Fund, a Core Fixed Income Fund, a Large Cap

Value Fund, a Core International Fund, a Small Cap Growth Fund, a Large Cap Growth Fund, a Diversified Moderate Growth Fund, a Diversified Global Growth Fund, a Diversified Global Stock Fund and a Diversified Conservative Fund. All funds in the Plan are sponsored by the Company.

A description of each investment option is provided below:

STABLE ASSET FUND--This fund is designed to maintain the value of the money contributed to the Plan and earn interest. The fund invests mostly in Guaranteed Investment Contracts purchased from insurance companies and other financial institutions which are either highly rated (AAA or AA) or guaranteed by the U.S. Government or its agencies. This fund's contract value approximates fair value.

CORE FIXED INCOME FUND--This fund invests in governmental and corporate bonds and is structured to earn income without significant price improvement.

LARGE CAP VALUE FUND--This fund is structured to invest in equity securities of large companies. This fund invests in the stocks of companies whose prices appear low relative to certain fundamental characteristics such as earnings, book value, or return on equity. The value of the fund will rise and fall based on these companies' performance.

CORE INTERNATIONAL FUND--This fund purchases equity securities in companies outside of the United States. A majority of these investments are made in European and Asian companies that have a long-term potential for growth.

SMALL CAP GROWTH FUND--This fund invests in equity securities of small companies. The object of this fund is to allow the investment to grow as the companies grow.

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LARGE CAP GROWTH FUND--This fund invests in equity securities of large companies. The object of this fund is to allow the investment to grow as the companies grow.

DIVERSIFIED MODERATE GROWTH FUND--This fund seeks to provide long-term capital appreciation with a limited level of current income through investments in equity and fixed-income funds, including non-U.S. Equity funds.

DIVERSIFIED GLOBAL GROWTH FUND--This fund invests primarily in other equity funds. The object of this fund is to provide long-term capital appreciation through participation in both U.S. and international equity markets.

DIVERSIFIED GLOBAL STOCK FUND--This fund's object is to provide long-term capital appreciation through participation in the global equity markets. The fund achieves this goal primarily through investment in both U.S. and non-U.S. equities.

DIVERSIFIED CONSERVATIVE FUND--This fund invests primarily in money market and fixed income funds to provide current income with the opportunity for capital appreciation.

Participants are immediately vested in their voluntary contributions to the Plan. Participants obtain a non-forfeitable right of ownership in all employer contributions credited to their accounts at the time of contribution.

Amounts in participants' accounts will be distributed in the form of an annuity, lump sum amount, or a combination thereof to participants or their beneficiaries upon termination of employment, retirement, death, or total disability. Employee contributions in a participant's deferral account may be withdrawn during employment after the employee reaches age 59 1/2 or upon showing immediate and substantial financial hardship. The post-tax feature provides for employee contributions in a participant's savings account to be eligible for withdrawals at any time.

Under the tax-deferral feature, after two years of participation in the Plan, a participant is eligible for a loan amount not to exceed the lesser of \$50,000 or 50% of his salary deferred account balance; the minimum loan amount is \$1,000. The loans are made at a rate equivalent to those being charged on similar commercial loans with terms from one year to five years, except for loans for the purchase of a primary residence, which can have terms of up to 10 years. Participants may only borrow against their accounts if they have been making tax-deferred contributions for at least 24 months.

-4-

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

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Basis of Accounting

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The accompanying financial statements are prepared using the accrual basis of accounting.

Income Taxes

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The Plan is qualified pursuant to Section 401(a) of the Internal Revenue Code (the "Code") and accordingly the trust is exempt from income taxation under the provisions of Section 501(a) of the Code. In October of 1995, the Plan received a favorable determination letter from the IRS. This signifies that the Plan meets the Code requirements for design. Management believes the Plan is designed and operating in compliance with the Code and accordingly, there is no provision for income taxes in the accompanying financial statements.

Valuation of Investments

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The Plan's investments are stated at market value in the accompanying financial statements.

Management's Use of Estimates

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The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan's management to make estimates and assumptions that affect the reported amounts of the net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

3. INVESTMENTS:

- - - - -

Effective April 1, 1993, the Plan terminated its investment relationship with CIGNA Corporation and Sanford C. Bernstein & Co., Inc. and added the following SEI sponsored money market and mutual funds: Stable Asset Fund, Intermediate Taxable Bond Fund, Equity Value Fund, International Equity Fund and Small Cap Growth Fund.

Effective April 1, 1993, the Plan terminated the trustee and recordkeeping relationship with Boatmen's Trust Company and transferred the trustee function to SEI Trust Company (formerly Eagle Trust Company) and the recordkeeping function to SEI Investments Management Company, both of which are wholly owned subsidiaries of SEI Investments Company.

Effective December 1995, the Plan added the following mutual funds sponsored by the Company: Small Cap Value Fund and Large Cap Growth Fund. During 1995, the names of several funds were changed. The Equity Value Fund was changed to the Large Cap Value

Fund; the Intermediate Taxable Bond Fund was changed to the Core Fixed Income Fund; the International Equity Fund was changed to the Core International Fund.

In May 1995, the Company entered into an agreement with KPMG Peat Marwick ("KPMG") to assume its full-service recordkeeping operations. As a result of the agreement, the Plan's recordkeeping function was transferred from SEI Investments Management Company, a wholly owned subsidiary of the Company, to KPMG as of November 1995.

During 1996, the Plan closed the Equity Income Fund, the Capital Appreciation Fund and the Small Cap Value Fund to investments by Plan participants and Plan participants were required to transfer the funds to other investments under the Plan. In 1996, the Plan opened the Diversified Moderate Growth Fund, the Diversified Global Growth Fund, the Diversified Global Stock Fund and the Diversified Conservative Fund, all of which are funds of the SEI Allocation Trust, to participant investment.

The fair market values of individual assets that represent 5% or more of the Plan's net assets available for benefits as of December 31, 1996 and 1995 are as follows:

<TABLE>

<CAPTION>

1996:

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<S>

<C>

Stable Asset Fund	\$ 5,944,371
Core Fixed Income Fund	3,088,457



Large Cap Value Fund	11,355,493
Core International Fund	4,111,927
Small Cap Growth Fund	11,002,836
Large Cap Growth Fund	11,611,527
Diversified Global Stock Fund	3,075,452

<CAPTION>  
1995:  
-----  
<S>

Stable Asset Fund	<C> \$ 5,984,299
Core Fixed Income Fund	3,251,428
Equity Income Fund	5,484,465
Large Cap Value Fund	4,540,387
Capital Appreciation Fund	10,182,900
Core International Fund	3,664,923
Small Cap Growth Fund	9,080,216

</TABLE>

4. PLAN EXPENSES:  
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All normal administrative costs of the Plan are paid by the Company.

5. PLAN TERMINATION:  
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Although it has no expressed intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

In the event of whole or partial termination of the Plan, or complete discontinuance of employer contributions, each participant shall receive a total distribution of their account.

6. DISTRIBUTIONS TO PARTICIPANTS:  
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Distributions to terminated participants are generally made in the year following termination. Distributions payable to participants at December 31, 1996 and 1995 amounted to \$282,930 and \$165,169, respectively.

7. RECONCILIATION TO FORM 5500:  
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Distributions payable to participants are recorded as a liability in the Plan's Form 5500 and not recorded as a liability in the accompanying statements of net assets available for benefits in accordance with generally accepted accounting principles.

The following table reconciles net assets available for benefits per the financial statements to the Form 5500 as filed by the Company.

<TABLE>  
<CAPTION>

	1996 Accrued Distributions	1996 Benefits Paid	Net Assets Available for Benefits December 31, -----	
			1996	1995
<S>	<C>	<C>	<C>	<C>
Per financial statements	\$ --	\$3,853,924	\$53,094,733	\$43,791,772
Accrued distributions	282,930	282,930	(282,930)	(165,169)
Reversal of 1995 accrual for distributions	--	(165,169)	--	--
	-----	-----	-----	-----
Per Form 5500	\$282,930	\$3,971,685	\$52,811,803	\$43,626,603
	=====	=====	=====	=====

</TABLE>

SCHEDULE I

SEI INVESTMENTS  
-----  
CAPITAL ACCUMULATION PLAN  
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EIN #23-1707341  
-----  
PIN #002  
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 FOR INVESTMENT PURPOSES  
 -----

DECEMBER 31, 1996  
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<TABLE>  
 <CAPTION>

No. of Shares	Description	Cost	Current Value
<C> 5,944,371	<S> SEI* Stable Asset Fund	<C> \$ 5,944,371	<C> \$ 5,944,371
301,566	SEI* Institutional Managed Trust--Core Fixed Income Fund	3,107,202	3,088,457
766,327	SEI* Institutional Managed Trust--Large Cap Value Fund	10,584,968	11,355,493
424,590	SEI* International Trust--Core International Fund	4,327,572	4,111,927
691,921	SEI* Institutional Managed Trust--Small Cap Growth Fund	11,210,004	11,002,836
757,488	SEI* Institutional Managed Trust--Large Cap Growth Fund	11,711,263	11,611,527
956	SEI* Asset Allocation Trust--Diversified Moderate Growth Fund	9,651	9,724
130,062	SEI* Asset Allocation Trust--Diversified Global Growth Fund	1,417,434	1,425,624
257,648	SEI* Asset Allocation Trust--Diversified Global Stock Fund	2,542,943	3,075,452
31,862	SEI* Asset Allocation Trust--Diversified Conservative Fund	313,254	314,794
18,364	SEI* Stock	124,324	409,400
14,561	Cash and Short-Term Fund	14,561	14,561
N/A	Participant Loans (Interest rates range from 8.0% - 11.5%)	700,801	700,801
	Total	\$52,008,348 =====	\$53,064,967 =====

</TABLE>

\* Represents a party-in-interest

SCHEDULE II

SEI INVESTMENTS  
 -----  
 CAPITAL ACCUMULATION PLAN  
 -----  
 EIN #23-1707341  
 -----  
 PIN #002  
 -----

ITEM 27(d)--SCHEDULE OF REPORTABLE TRANSACTIONS  
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 FOR THE YEAR ENDED DECEMBER 31, 1996  
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<TABLE>  
 <CAPTION>

Description of Assets or Security	Number of Purchases	Number of Sales	Purchase Price	Sale Proceeds	Cost Basis	Gain/(Loss) on Sale
<S> Single	<C>	<C>	<C>	<C>	<C>	<C>
SEI* Institutional Managed Trust--Equity Income Fund	--	1	\$ --	\$5,183,356	\$ 5,062,991	\$ 120,365
SEI* Institutional Managed Trust--Capital Appreciation Fund	1	1	2,394,721	9,513,391	10,153,277	(639,886)

SEI* Institutional Managed Trust-- Large Cap Value Fund	1	--	5,198,104	--	--	--
SEI* Institutional Managed Trust-- Large Cap Growth Fund	1	--	9,513,391	--	--	--
Series						
- - - - -						
SEI* Stable Asset Fund	96	116	2,870,627	2,989,712	2,989,712	--
SEI* Institutional Managed Trust-- Equity Income Fund	93	161	2,100,367	2,435,690	2,202,704	232,986
SEI* Institutional Managed Trust-- Large Cap Value Fund	127	136	2,634,033	1,456,117	1,184,032	272,085
SEI* Institutional Managed Trust-- Capital Appreciation Fund	100	170	1,572,023	4,392,007	4,040,940	351,067
SEI* Institutional Managed Trust-- Small Cap Growth Fund	138	175	5,526,648	3,489,642	2,842,763	646,879
SEI* Institutional Managed Trust-- Large Cap Growth Fund	116	78	2,308,520	541,316	503,631	37,685
SEI* Asset Allocation Trust-- Diversified Global Stock Fund	11	1	2,548,260	5,205	5,244	(39)

</TABLE>

The purchase prices and selling prices of the above transactions represent the current value of the assets on the transaction date.

\* Represents a party-in-interest

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees ( or other persons who administer the employee benefit plan ) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SEI Investments Capital Accumulation Plan

Date: December 2, 1997

By /s/ Carmen V. Romeo

-----  
Carmen V. Romeo  
Chairman