

SEI INVESTMENTS CO
Form 4/A
December 19, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LIEB RICHARD

(Last) (First) (Middle)

ONE FREEDOM VALLEY DRIVE

(Street)

OAKS, PA 19456

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SEI INVESTMENTS CO [SEIC]

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
11/30/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2006		M	V 13,000 A \$ 14.95	455,992 ⁽¹⁾ ₍₂₎	D	
Common Stock	11/29/2006		G	V 2,500 D \$ 0 ⁽³⁾	453,492	D	
Common Stock					14,222 ⁽⁴⁾	I	Richard B. Lieb 2004 Trust FBO Children dated 9/27/04
Common Stock					25,786 ⁽⁵⁾	I	Richard B. Lieb Four

Common Stock	60,000 ⁽⁶⁾	I	Year Annuity Trust Richard B. Lieb 2006 Four-Year Annuity Trust dated October 13, 2006
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to Buy)	\$ 14.95	11/29/2006		M	13,000	12/15/2005	12/16/2008	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIEB RICHARD ONE FREEDOM VALLEY DRIVE OAKS, PA 19456	X			

Signatures

Ruth Montgomery (Attorney in fact) for Rick
Lieb 12/19/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

This Amended Form 4 is being filed to restate Mr. Lieb's holdings of Common Stock as reported in his original Form 4 filed on November 30, 2006 (the "Initial Form 4"). The Initial Form 4 inadvertently failed to explain (i) the distribution of 23,924 and 14,222 Common Shares from The Richard B. Lieb Two-Year Annuity Trust (the "Two-Year Trust") to Mr. Lieb's direct holdings and to newly-created Richard B. Lieb 2004 Trust FBO Children (the "2004 Children's Trust"), respectively; (ii) the transfer of 7,563 shares of

- (1) Common Stock from the Richard B. Lieb Four-Year Annuity Trust (the "Four-Year Trust") to Mr. Lieb's direct holdings; and (iii) the creation of the 2006 Four-Year GRAT ("2006 GRAT") and the transfer of 60,000 shares into this 2006 GRAT from Mr. Lieb's Direct Holdings. The Initial Form 4 also inadvertently reported the exercise of an option by Mr. Lieb to purchase 13,000 shares of Common Stock as an acquisition of such options (instead of a disposition) on Table II.

This number reflects an increase of 31,487 shares due to the transfer of 23,924 shares into Mr. Lieb's direct holdings from the Two-Year

- (2) Trust and the transfer of 7,563 shares into Mr. Lieb's direct holdings from the Four-Year Trust, each of which occurred on September 28, 2006.
- (3) Not applicable. Gift Transfer
- (4) The 2004 Children's Trust was created on September 27, 2004 and received an initial grant of 14,222 shares from the Two-Year Trust on September 28, 2006.
- (5) This number reflects a decrease of 7,563 shares due to the grant of such shares from the Four-Year Trust to Mr. Lieb's direct holdings on September 28, 2006.
- (6) The 2006 GRAT was created on October 13, 2006 and received an initial grant of 60,000 shares from Mr. Lieb's direct holdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.