SEC Form 4

П

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average burden							
hours per response:	0.5						

1. Name and Address of Reporting Person* MCCARTHY KATHRYN			2. Issuer Name and Ticker or Trading Symbol SEI INVESTMENTS CO [SEIC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		<u>(1N</u>	[]	X	Director	10% Owner		
(Last) ONE FREE	Last) (First) (Middle) DNE FREEDOM VALLEY DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 12/14/2004		Officer (give title below)	Other (specify below)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street)			X	Form filed by One Reporting Person				
	PA	19450		Form filed b Person		Nore than One Reporting		
(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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock								600	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 2 10. Ownership Derivative Conversion Transaction Date Execution Date of Expiration Date Amount of Derivative derivative of Indirect if any (Month/Day/Year) Form: Direct (D) Beneficial Ownership Security or Exercise (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Security Securities (Instr. 3) 8) Price of Underlying (Instr. 5) Beneficially Securities Acquired (A) or Disposed Owned Following Derivative Derivative Security or Indirect (Instr. 4) Security (Instr. 3 and 4) (I) (Instr. 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration of Code (A) (D) Exercisable Date Title Shares v Stock Option Commor \$43.09 12/14/2004 А 4,000 12/14/2011(1) 12/14/2014 4,000 \$<mark>0</mark> 4,000 D (Right to Stock Buy)

Explanation of Responses:

1. The option vests upon the earlier of the Issuer's attainment of specific levels of earnings per share or seven years from the date of the grant. The option will expire on the ten year anniversary of the date of the grant.

Remarks:

Jill B. Geisenheimer (Attorney-12/16/2004

** Signature of Reporting Person Date

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

* 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.

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.

in-fact)

KNOW ALL BY THESE PRESENTS, THAT THE UNDERSIGNED HEREBY CONSTITUTES AND APPOINTS

EACH OF JILL GEISENHEIMER, SOFIA ROSALA AND N. JEFFREY KLAUDER SIGNING SINGLY,

THE UNDERSIGNED'S TRUE AND LAWFUL ATTORNEY-IN-FACT TO:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity

as an officer and/or director of SEI Investment Company (the "Company"),

Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities

Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or

5 and and timely file such form with the United States Securities and

Exchange Commission and any stock exchange or other similar authority; and

(3) take any other action of any type whatsoever in connection with the

foregoing which, in the opinion of such attorney-in-fact, may be of benefit to,

in the best interest of, or legally required by, the undersigned, it being

understood that the documents executed by such attorney-in-fact on

behalf of the undersigned pursuant to this Power of Attorney shall be in such

form and shall contain such terms and conditions as such attorney-in-fact may

approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company,

unless earlier revoked by the undersigned in a signed writing delivered to the

foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be

executed as of this 25th day of July, 2004.

/S/ Kathryn M. McCarthy Signature

Kathryn M. McCarthy Print Name