

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

SEI Investments Company

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania

23-1707341

(State of Incorporation
or Organization)

(IRS Employer
Identification No.)

1 Freedom Valley Drive
Oaks, Pennsylvania

19456-1100

(Address of Principal Executive Offices)

Zip Code

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates: _____

(if applicable)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
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SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

Preferred Share Purchase Rights

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

The description of Registrant's Securities to be registered is incorporated by reference to Exhibit C to the Rights Agreement, dated as of December 10, 1998, between SEI Investments Company and American Stock Transfer & Company, as Rights Agent, which was filed as Exhibit 4.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 (File No. 0-10200).

Item 2. Exhibits.

1. Rights Agreement, dated as of December 10, 1998, between SEI Investments Company and American Stock Transfer & Trust Company, as Rights Agent (Incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 (File No. 0-10200)).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

SEI INVESTMENTS COMPANY

By: /s/ Lydia A. Gavalis

Name: Lydia A. Gavalis
Title: Vice President

Dated: June 16, 1999