

China Direct Investments, Inc.  
 Form 4  
 August 31, 2012

**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 \*  
 CD INTERNATIONAL  
 ENTERPRISES, INC.

2. Issuer Name and Ticker or Trading Symbol  
 CHINA EDUCATION  
 INTERNATIONAL, INC. [CEII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 431 FAIRWAY DRIVE, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/22/2012

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

DEERFIELD BEACH, FL 33441

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

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

(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) | 3. 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 Ownership (Instr. 4) |                           |   |                                  |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|---------------------------|---|----------------------------------|
|                                 |                                      |  | Code               | V   | Amount  | (A) or (D)   | Price                             |                           |   |                                  |
| Common Stock                    | 03/22/2012                           |  | S                  |   | 500   | D  | \$ 1.01                           | 6,028,318                 | I | See note 1 below <sup>(1)</sup>  |
| Common Stock                    | 07/13/2012                           |  | S                  |   | 13,400 <sup>(2)</sup>   | D  | \$ 0.8                            | 15,057,395 <sup>(2)</sup> | I | See note 3 below. <sup>(3)</sup> |
| Common Stock                    | 08/07/2012                           |  | S                  |   | 10,500  | D  | \$ 1.2                            | 15,046,895                | I | See note 4 below. <sup>(4)</sup> |
| Common Stock                    | 08/08/2012                           |  | S                  |   | 6,000   | D  | \$ 1.19                           | 15,040,895                | I | See note 5 below. <sup>(5)</sup> |
| Common Stock                    | 08/09/2012                           |  | S                  |   | 15,000  | D  | \$ 1.26                           | 15,025,895                | I | See note 6 below <sup>(6)</sup>  |

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|              |            |  |   |        |   |         |            |   |                                |
|--------------|------------|--|---|--------|---|---------|------------|---|--------------------------------|
| Common Stock | 08/10/2012 |  | S | 5,000  | D | \$ 1.3  | 15,020,895 | I | See note 7 below. <u>(7)</u>   |
| Common Stock | 08/13/2012 |  | S | 7,500  | D | \$ 1.31 | 15,013,395 | I | See note 8 below. <u>(8)</u>   |
| Common Stock | 08/16/2012 |  | S | 10,000 | D | \$ 1.01 | 15,003,395 | I | See note 9 below. <u>(9)</u>   |
| Common Stock | 08/20/2012 |  | S | 8,500  | D | \$ 1.02 | 14,994,895 | I | See note 10 below. <u>(10)</u> |
| Common Stock | 08/22/2012 |  | S | 2,600  | D | \$ 0.82 | 14,992,295 | I | See note 11 below. <u>(11)</u> |
| Common Stock | 08/23/2012 |  | S | 15,350 | D | \$ 0.77 | 14,976,945 | I | See note 12 below. <u>(12)</u> |
| Common Stock | 08/24/2012 |  | S | 7,500  | D | \$ 0.72 | 14,969,445 | I | See note 13 below. <u>(13)</u> |
| Common Stock | 08/27/2012 |  | S | 19,823 | D | \$ 0.66 | 14,949,622 | I | See note 14 below. <u>(14)</u> |
| Common Stock | 08/29/2012 |  | S | 6,095  | D | \$ 0.65 | 14,943,527 | I | See note 15 below. <u>(15)</u> |
| Common Stock | 08/30/2012 |  | S | 13,700 | D | \$ 0.66 | 14,929,827 | I | See note 16 below. <u>(16)</u> |

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

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

|                | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) |                     |                    |       |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CD INTERNATIONAL ENTERPRISES, INC.<br>431 FAIRWAY DRIVE<br>SUITE 200<br>DEERFIELD BEACH, FL 33441                |               | X         |         |       |
| China Direct Investments, Inc.<br>431 FAIRWAY DRIVE, SUITE 200<br>DEERFIELD BEACH, FL 33441                      |               | X         |         |       |
| Capital One Resource Co., Ltd.<br>ROOM 804, SINO CENTRE, 582-592 NATHAN RD<br>HONG KONG, K3 852                  |               | X         |         |       |
| CDI Shanghai Management Co.,Ltd.<br>59 MAOMING RD. (S)<br>W6351, JINJIANG JUNLING MANSION<br>SHANGHAI, F4 200020 |               | X         |         |       |

## Signatures

/s/ Yuejian (James)                      08/31/2012  
Wang

\_\_Signature of Reporting                      Date  
Person

## 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).
- (1) 3,657,971 shares are owned directly by China Direct Investments, Inc. ("CDI"), 1,185,174 shares are owned by CDI Shanghai Management Co., 1,185,173 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (2) Gives effect to a May 14, 2012 two and one-half for one (2.5:1) stock split of the Issuer's outstanding and authorized shares of common stock (the "Stock Split"). All share amounts after May 14, 2012 give effect to the Stock Split.
- (3) 9,131,528 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (4) 9,121,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (5) 9,115,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.

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- 9,100,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (6)
- 9,095,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (7)
- 9,087,528 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (8)
- 9,077,528 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (9)
- 9,069,028 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (10)
- 9,066,428 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (11)
- 9,051,078 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (12)
- 9,043,578 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (13)
- 9,023,755 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (14)
- 9,017,660 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (15)
- 9,003,960 shares are owned directly by China Direct Investments, Inc. ("CDI"), 2,962,935 shares are owned by CDI Shanghai Management Co., 2,962,933 shares are owned by Capital One Resource Co., Ltd., all of which are subsidiaries of CD International Enterprises, Inc. which is the indirect beneficial owner of the reported securities.
- (16)

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.