

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

FORM 4

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

OMB APPROVAL

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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)
 08/31/2012

____ 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/31/2012 | | S | 100 | D \$ 0.7 | 14,929,727 | I See note 1 below. <u>(1)</u> |
| Common Stock | 09/25/2012 | | S | 8,000 | D \$ 0.98 | 14,921,727 | I See note 2 below. <u>(2)</u> |
| Common Stock | 09/26/2012 | | S | 10,050 | D \$ 1.01 | 14,911,677 | I See note 3 below. <u>(3)</u> |
| Common Stock | 09/27/2012 | | S | 2,500 | D \$ 0.92 | 14,909,177 | I See note 4 below. <u>(4)</u> |
| Common Stock | 09/28/2012 | | S | 4,000 | D \$ 0.76 | 14,905,177 | I See note 5 below. <u>(5)</u> |

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| | | | | | | | | |
|--------------|------------|---|--------|---|---------|------------|---|--------------------------------|
| Common Stock | 10/01/2012 | S | 3,285 | D | \$ 0.66 | 14,901,892 | I | See note 6 below. <u>(6)</u> |
| Common Stock | 10/02/2012 | S | 42,500 | D | \$ 0.63 | 14,859,392 | I | See note 7 below. <u>(7)</u> |
| Common Stock | 10/03/2012 | S | 5,300 | D | \$ 0.7 | 14,854,092 | I | See note 8 below. <u>(8)</u> |
| Common Stock | 10/04/2012 | S | 18,000 | D | \$ 0.63 | 14,836,092 | I | See note 9 below. <u>(9)</u> |
| Common Stock | 10/05/2012 | S | 57,020 | D | \$ 0.47 | 14,779,072 | I | See note 10 below. <u>(10)</u> |
| Common Stock | 10/08/2012 | S | 3,800 | D | \$ 0.47 | 14,775,272 | I | See note 11 below. <u>(11)</u> |
| Common Stock | 10/10/2012 | S | 25,000 | D | \$ 0.42 | 14,750,272 | I | See note 12 below. <u>(12)</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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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8,910,225 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) 8,853,205 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) 8,849,405 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) 8,824,405 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.

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.