

China Direct Investments, Inc.

Form 4

October 31, 2012

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 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

OMB APPROVAL

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(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)

DEERFIELD BEACH, FL 33441

3. Date of Earliest Transaction

(Month/Day/Year)

08/31/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director

____ Officer (give title
below)

__X__ 10% Owner

____ Other (specify
below)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. 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)
			Code	V	Amount	(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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SEC 1474
(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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

CD INTERNATIONAL ENTERPRISES, INC. 431 FAIRWAY DRIVE SUITE 200 DEERFIELD BEACH, FL 33441	X
China Direct Investments, Inc. 431 FAIRWAY DRIVE, SUITE 200 DEERFIELD BEACH, FL 33441	X
Capital One Resource Co., Ltd. ROOM 804, SINO CENTRE, 582-592 NATHAN RD HONG KONG, K3 852	X
CDI Shanghai Management Co., Ltd. 59 MAOMING RD. (S) W6351, JINJIANG JUNLING MANSION SHANGHAI, F4 200020	X

Signatures

/s/ Yuejian (James) Wang 10/30/2012

__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).

(1) 9,003,860 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.

(2) 8,995,860 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.

(3) 8,985,810 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) 8,983,310 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) 8,979,310 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) 8,976,025 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) 8,933,525 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) 8,928,225 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.

(9)

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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.

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