

VAN NESS ALBERT W JR

Form 4

August 21, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN NESS ALBERT W JR

(Last) (First) (Middle)

C/O CD&L, INC., 80 WESLEY
STREET

(Street)

HACKENSACK, NJ 07606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CD&L INC [CDV]

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

08/17/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

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

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 Ownership (Instr. 4)
Common Stock	08/17/2006		D	136,160	D		

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

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information contained in this form are not
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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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy)	\$ 2.313	08/17/2006		D		108,085		<u>(1)</u>	12/12/2007	Common Stock	108,085
Stock options (right to buy)	\$ 2.625	08/17/2006		D		220,000		<u>(1)</u>	01/05/2008	Common Stock	220,000
Stock options (right to buy)	\$ 0.625	08/17/2006		D		25,000		<u>(1)</u>	01/05/2011	Common Stock	25,000
Stock options (right to buy)	\$ 0.42	08/17/2006		D		25,000		<u>(1)</u>	01/07/2012	Common Stock	25,000
Stock options (right to buy)	\$ 1.4	08/17/2006		D		300,000		<u>(1)</u>	05/21/2014	Common Stock	300,000
Stock options (right to buy)	\$ 1.85	08/17/2006		D		100,000		<u>(1)</u>	02/23/2015	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN NESS ALBERT W JR C/O CD&L, INC. 80 WESLEY STREET HACKENSACK, NJ 07606	X		Chief Executive Officer	

Signatures

/s/ Mark T. Carlesimo, Esq.,
Attorney-In-Fact

08/17/2006

__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) These shares and options were disposed of pursuant to an Agreement and Plan of Merger between CD&L, Inc. (the "Company") and Velocity Express Corporation (the "Purchaser"), which agreement was adopted by the shareholders of the Company at a special meeting held on August 17, 2006. Pursuant to the terms of the Agreement and Plan of Merger, each share of common stock of the Company and each option to purchase common stock of the Company was converted into the right to receive \$3.00 in cash from the Purchaser.

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.