

MARSHALL MARILU

Form 4

August 21, 2006

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 *
MARSHALL MARILU

(Last) (First) (Middle)

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

(Street)

SOUTH 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)

 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				(A) or (D) Price	0	D	

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)

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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)		8. Filing Date of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock options (right to buy)	\$ 2.813	08/17/2006		D	1,250	<u>(1)</u>	10/01/2007	Common Stock	1,250	\$
Stock options (right to buy)	\$ 2.688	08/17/2006		D	1,250	<u>(1)</u>	01/02/2008	Common Stock	1,250	\$
Stock options (right to buy)	\$ 3	08/17/2006		D	1,250	<u>(1)</u>	10/01/2009	Common Stock	1,250	\$
Stock options (right to buy)	\$ 2.313	08/17/2006		D	1,250	<u>(1)</u>	04/03/2010	Common Stock	1,250	\$
Stock options (right to buy)	\$ 1.438	08/17/2006		D	1,250	<u>(1)</u>	07/03/2010	Common Stock	1,250	\$
Stock options (right to buy)	\$ 0.563	08/17/2006		D	1,250	<u>(1)</u>	10/02/2010	Common Stock	1,250	\$
Stock options (right to buy)	\$ 0.5	08/17/2006		D	1,250	<u>(1)</u>	01/02/2011	Common Stock	1,250	\$
Stock options (right to buy)	\$ 0.5	08/17/2006		D	1,250	<u>(1)</u>	04/02/2011	Common Stock	1,250	\$
Stock options	\$ 0.57	08/17/2006		D	1,250	<u>(1)</u>	07/02/2011	Common Stock	1,250	\$

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(right to
buy)

Stock
options
(right to
buy)

\$ 0.45

08/17/2006

D

1,250

(1)

10/02/2011

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.35

08/17/2006

D

1,250

(1)

01/01/2012

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.49

08/17/2006

D

1,250

(1)

04/01/2012

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.53

08/17/2006

D

1,250

(1)

07/01/2012

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.47

08/17/2006

D

1,250

(1)

10/01/2012

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.6

08/17/2006

D

1,250

(1)

01/01/2013

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.45

08/17/2006

D

1,250

(1)

04/01/2013

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.48

08/17/2006

D

1,250

(1)

07/01/2013

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.86

08/17/2006

D

1,250

(1)

10/01/2013

Common
Stock

1,250

\$

Stock
options
(right to
buy)

\$ 0.78

08/17/2006

D

1,250

(1)

01/02/2014

Common
Stock

1,250

\$

Stock
options
(right to

\$ 1.05

08/17/2006

D

1,250

(1)

04/01/2014

Common
Stock

1,250

\$

buy)

Stock
options
(right to
buy)

\$ 2.17

08/17/2006

D

5,000

(1)

07/01/2014

Common
Stock

5,000

\$

Stock
options
(right to
buy)

\$ 1.72

08/17/2006

D

8,000

(1)

07/01/2015

Common
Stock

8,000

\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSHALL MARILU C/O CD&L, INC. 80 WESLEY STREET SOUTH HACKENSACK, NJ 07606		X		

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 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.

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