

SIMOURIAN JOHN A  
Form 4  
August 21, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
SIMOURIAN JOHN A

(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. Fair Market Value of Underlying Securities (Instr. 3 and 4)	9. Foreign or Domestic Issuer (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 (right to buy)	\$ 0.57	08/17/2006		D	1,250	<u>(1)</u>	07/02/2011	Common Stock	1,250
Stock options (right to buy)	\$ 0.45	08/17/2006		D	1,250	<u>(1)</u>	10/02/2011	Common Stock	1,250
Stock options	\$ 0.35	08/17/2006		D	1,250	<u>(1)</u>	01/01/2012	Common Stock	1,250

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(right to buy)										
Stock options (right to buy)	\$ 0.49	08/17/2006	D	1,250	<u>(1)</u>	04/01/2012	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 0.53	08/17/2006	D	1,250	<u>(1)</u>	07/01/2012	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 0.47	08/17/2006	D	1,250	<u>(1)</u>	10/01/2012	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 0.6	08/17/2006	D	1,250	<u>(1)</u>	01/01/2013	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 0.45	08/17/2006	D	1,250	<u>(1)</u>	04/01/2013	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 0.48	08/17/2006	D	1,250	<u>(1)</u>	07/01/2013	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 0.86	08/17/2006	D	1,250	<u>(1)</u>	10/01/2013	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 0.78	08/17/2006	D	1,250	<u>(1)</u>	01/02/2014	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 1.05	08/17/2006	D	1,250	<u>(1)</u>	04/01/2014	Common Stock	1,250	\$	
Stock options (right to buy)	\$ 2.17	08/17/2006	D	5,000	<u>(1)</u>	07/01/2014	Common Stock	5,000	\$	
Stock options (right to buy)	\$ 1.72	08/17/2006	D	8,000	<u>(1)</u>	07/01/2015	Common Stock	8,000	\$	

buy)

Stock  
options  
(right to  
buy)

\$ 3

08/17/2006

D

1,250

(1)

10/01/2009

Common  
Stock

1,250

\$

Stock  
options  
(right to  
buy)

\$ 2.313

08/17/2006

D

1,250

(1)

04/03/2010

Common  
Stock

1,250

\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMOURIAN JOHN A 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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