

BRANNAN WILLIAM T
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

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 *
BRANNAN WILLIAM T

(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)
President, COO

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)
				Code V	Amount	(A) or (D)	Price
Common Stock	08/17/2006			D	113,796	D	\$ 3 (1)
					0		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: BRANNAN WILLIAM T - Form 4

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	22,000	<u>(1)</u>	12/12/2007	Common Stock	22,000
Stock options (right to buy)	\$ 2.875	08/17/2006		D	10,000	<u>(1)</u>	04/26/2009	Common Stock	10,000
Stock options (right to buy)	\$ 1.813	08/17/2006		D	150,000	<u>(1)</u>	06/14/2010	Common Stock	150,000
Stock options (right to buy)	\$ 1.17	08/17/2006		D	250,000	<u>(1)</u>	04/14/2014	Common Stock	250,000
Stock options (right to buy)	\$ 1.86	08/17/2006		D	100,000	<u>(1)</u>	05/11/2015	Common Stock	100,000
Stock options (right to buy)	\$ 1.93	08/17/2006		D	125,000	<u>(1)</u>	11/23/2015	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRANNAN WILLIAM T C/O CD&L, INC. 80 WESLEY STREET SOUTH HACKENSACK, NJ 07606	X		President, COO	

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.