SIMOURIAN JOHN A
Form 4
August 21, 2006

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
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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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 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)**

| 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. P Der Sec (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 | (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 | $ |
| Stock options (right to buy) | $ 1.438 | 08/17/2006 | | D | | | 1,250 | (1) | 07/03/2010 | Common Stock | 1,250 | $ |
| Stock options (right to buy) | $ 0.563 | 08/17/2006 | | D | | | 1,250 | (1) | 10/02/2010 | Common Stock | 1,250 | $ |
| Stock options (right to buy) | $ 0.5 | 08/17/2006 | | D | | | 1,250 | (1) | 01/02/2011 | Common Stock | 1,250 | $ |
| Stock options (right to buy) | $ 0.5 | 08/17/2006 | | D | | | 1,250 | (1) | 04/02/2011 | Common Stock | 1,250 | $ |
| Stock options (right to buy) | $ 0.57 | 08/17/2006 | | D | | | 1,250 | (1) | 07/02/2011 | Common Stock | 1,250 | $ |
| Stock options (right to buy) | $ 0.45 | 08/17/2006 | | D | | | 1,250 | (1) | 10/02/2011 | Common Stock | 1,250 | $ |
| Stock options | $ 0.35 | 08/17/2006 | | D | | | 1,250 | (1) | 01/01/2012 | Common Stock | 1,250 | $ |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| (right to buy) | | | | | | | | | |
| 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 buy) | $ 1.05 | 08/17/2006 | D | 1,250 | (1) | 04/01/2014 | Common Stock | 1,250 | $ |
| 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 | $ 1.72 | 08/17/2006 | D | 8,000 | (1) | 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<br>C/O CD&L, INC.<br>80 WESLEY STREET<br>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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