

CARLESIMO MARK T

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 *
CARLESIMO MARK 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
__X__ Officer (give title ____ Other (specify
below) below)

General Counsel and Secretary

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)
Common Stock			Code	V Amount (D) Price	0	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	1,250	<u>(1)</u> 12/12/2007	Common Stock 1,250
Stock options (right to buy)	\$ 2	08/17/2006		D	30,000	<u>(1)</u> 05/01/2010	Common Stock 30,000
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
CARLESIMO MARK T C/O CD&L, INC. 80 WESLEY STREET SOUTH HACKENSACK, NJ 07606			General Counsel and Secretary	

Signatures

/s/ Mark T.
Carlesimo, Esq. 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).

- 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
- (1) 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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