

Wang Andrew X.
Form 4
April 16, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wang Andrew X.

2. Issuer Name **and** Ticker or Trading
Symbol
CD INTERNATIONAL
ENTERPRISES, INC. [CDII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

P.O. BOX 515381 PMB 35980

(Street)

LOS ANGELES, CA 90051-6681

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

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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, par \$0.0001	04/12/2012		S	100 D \$ 0.789	44,900	D	
Common Stock, par \$0.0001	04/12/2012		S	449 D \$ 0.77	44,451	D	
Common Stock, par \$0.0001	04/12/2012		S	1,951 D \$ 0.76	42,500	D	
Common Stock, par	04/13/2012		S	100 D \$ 0.759	42,400	D	

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\$0.0001

Common

Stock, par 04/13/2012

S

1,600

D

\$
0.7501

40,800

D

\$0.0001

Common

Stock, par 04/13/2012

S

800

D

\$
0.7501

40,000

D

\$0.0001

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

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(9-02)

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

	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Period (Instr. 6)
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security			Code V	(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wang Andrew X.

P.O. BOX 515381 PMB 35980

LOS ANGELES, CA 90051-6681

FORMER CFO, EVP

Signatures

/s/ Andrew X

Wang

04/16/2012

 **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).

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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