

COHEN PETER A
Form 4
November 24, 2009

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 *
Ramius LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CPI CORP [CPY]

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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, \$0.40 Par Value ⁽¹⁾ ₍₂₎	11/20/2009		S	649 D \$ 12.0221	140,390	I	By Ramius Enterprise Master Fund Ltd ⁽³⁾ ₍₄₎
Common Stock, \$0.40 Par Value ⁽¹⁾ ₍₂₎	11/23/2009		S	313 D \$ 12.1779	140,077	I	By Ramius Enterprise Master Fund Ltd ⁽³⁾ ₍₄₎
Common Stock,	11/24/2009		S	176 D \$ 12.217	139,901	I	By Ramius Enterprise

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\$0.40 Par Value <u>(1)</u> <u>(2)</u>								Master Fund Ltd <u>(3)</u> <u>(4)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/20/2009	S	578	D	\$ 12.0221	124,837	I	By Ramius Multi-Strategy Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/23/2009	S	279	D	\$ 12.1779	124,558	I	By Ramius Multi-Strategy Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/24/2009	S	156	D	\$ 12.217	124,402	I	By Ramius Multi-Strategy Master Fund Ltd <u>(5)</u> <u>(6)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/20/2009	S	711	D	\$ 12.0221	153,618	I	By Ramius Merger Arbitrage Master Fund Ltd <u>(7)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/23/2009	S	343	D	\$ 12.1779	153,275	I	By Ramius Merger Arbitrage Master Fund Ltd <u>(7)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/24/2009	S	192	D	\$ 12.217	153,083	I	By Ramius Merger Arbitrage Master Fund Ltd <u>(7)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/20/2009	S	1,779	D	\$ 12.0221	384,527	I	By Ramius Value and Opportunity Master Fund Ltd <u>(8)</u> <u>(9)</u>
Common Stock, \$0.40 Par Value <u>(1)</u> <u>(2)</u>	11/23/2009	S	858	D	\$ 12.1779	383,669	I	By Ramius Value and Opportunity Master Fund Ltd <u>(8)</u> <u>(9)</u>
Common Stock, \$0.40 Par	11/24/2009	S	481	D	\$ 12.217	383,188	I	By Ramius Value and Opportunity

Value ⁽¹⁾ <u>(2)</u>								Master Fund Ltd ⁽⁸⁾ ⁽⁹⁾
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/20/2009	S	1,465	D	\$ 12.0221	316,527	I	By RCG PB, Ltd ⁽¹⁰⁾
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/23/2009	S	707	D	\$ 12.1779	315,820	I	By RCG PB, Ltd ⁽¹⁰⁾
Common Stock, \$0.40 Par Value ⁽¹⁾ <u>(2)</u>	11/24/2009	S	395	D	\$ 12.217	315,425	I	By RCG PB, Ltd ⁽¹⁰⁾

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Ramius LLC 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022	
C4S & CO LLC 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022	X
COHEN PETER A C/O RAMIUS LLC, 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022	X
STARK MORGAN B C/O RAMIUS LLC, 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022	X
STRAUSS THOMAS W C/O RAMIUS LLC, 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022	X
SOLOMON JEFFREY M C/O RAMIUS LLC, 599 LEXINGTON AVENUE 20TH FLOOR NEW YORK, NY 10022	X
RCG HOLDINGS LLC C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022	X
COWEN GROUP, INC. C/O RAMIUS LLC, 599 LEXINGTON AVENUE NEW YORK, NY 10022	X

Signatures

/s/ Owen S. Littman, Authorized Signatory	11/24/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member	11/24/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen	11/24/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark	11/24/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss	11/24/2009

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beneficially owned by Value and Opportunity Master Fund. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

- (9) (Continued from previous footnote). As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

- (10) Shares of Common Stock beneficially owned by RCG PB, Ltd (RCG PB). As the sole member of Ramius Advisors, the investment advisor of RCG PB, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

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.