

Huang Yuwei
Form 4
March 02, 2012

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

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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 *
Huang Yuwei

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

C/O CHINA DIRECT INDUSTRIES, INC., 431 FAIRWAY DRIVE, STE 200
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DEERFIELD BEACH, FL 33441
(City) (State) (Zip)

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 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, \$0.0001 par value | 02/29/2012 | | J | 7,267,514 | A | (1) | 8,436,745 | I | See footnotes. (1) (2) |

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

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SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 |
| Huang Yuwei C/O CHINA DIRECT INDUSTRIES, INC. 431 FAIRWAY DRIVE, STE 200 DEERFIELD BEACH, FL 33441 | X | | Executive Vice President | |

Signatures

By: /s/ Lazarus Rothstein, Attorney-in-fact for Yuwei Huang
Date: 03/02/2012

__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).

Acquired as partial consideration for Issuer's 80% owned subsidiary, Taiyuan Ruiming Yiwei Magnesium Co., Ltd. ("Ruiming Magnesium") purchase of Lingshi Xinghai Magnesium Industry Co., Ltd. from Taiyuan Yiwei Magnesium Industry Co., Ltd. ("Yiwei Magnesium") pursuant to the terms of an equity transfer agreement dated August 30, 2011, as amended on January 12, 2012 (the "Lingshi Transfer Agreement"). 4,801,987 shares are payable no later than March 15, 2012 and 2,465,527 shares are payable within 15 business days following satisfaction of certain post closing conditions which include the delivery of technical information, financial statements and other information regarding Lingshi Magnesium. Yiwei Magnesium has designated the following individuals to receive the 7,267,514 shares: 3,633,757 shares to Qingcheng Huang, Mr. Huang's son, and 3,633,767 shares to Xiaorui Su, Mr. Huang's wife.

The number of shares beneficially owned by Mr. Huang includes 400,000 shares of common stock presently outstanding and owned directly by Mr. Huang, 769,231 shares of common stock presently outstanding and owned by Pine Capital Enterprises, Inc., a company which is owned or controlled by Mr. Huang and 7,267,514 shares discussed in footnote 1.

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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