

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Ramius LLC</u><br><br>(Last) (First) (Middle)<br><u>599 LEXINGTON AVENUE</u><br><u>20TH FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10022</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>CPI CORP [ CPY ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>12/11/2009</u>  |   |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>               | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br>Form filed by One Reporting Person<br><input checked="" type="checkbox"/> 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 <sup>(1)(2)</sup> | 12/11/2009                           |  | s                              |   | 664   | D          | \$12.0075 | 135,238   | I  | By Ramius Enterprise Master Fund Ltd <sup>(3)(4)</sup>            |
| Common Stock, \$0.40 Par Value <sup>(1)(2)</sup> | 12/14/2009                           |  | s                              |   | 940   | D          | \$12.0748 | 134,298   | I  | By Ramius Enterprise Master Fund Ltd <sup>(3)(4)</sup>            |
| Common Stock, \$0.40 Par Value <sup>(1)(2)</sup> | 12/11/2009                           |  | s                              |   | 591   | D          | \$12.0075 | 120,255   | I  | By Ramius Multi-Strategy Master Fund Ltd <sup>(5)(6)</sup>        |
| Common Stock, \$0.40 Par Value <sup>(1)(2)</sup> | 12/14/2009                           |  | s                              |   | 836   | D          | \$12.0748 | 119,419   | I  | By Ramius Multi-Strategy Master Fund Ltd <sup>(5)(6)</sup>        |
| Common Stock, \$0.40 Par Value <sup>(1)(2)</sup> | 12/11/2009                           |  | s                              |   | 1,820   | D          | \$12.0075 | 370,412   | I  | By Ramius Value and Opportunity Master Fund Ltd <sup>(7)(8)</sup> |
| Common Stock, \$0.40 Par Value <sup>(1)(2)</sup> | 12/14/2009                           |  | s                              |   | 2,575   | D          | \$12.0748 | 367,837   | I  | By Ramius Value and Opportunity Master Fund Ltd <sup>(7)(8)</sup> |
| Common Stock, \$0.40 Par Value <sup>(1)(2)</sup> | 12/11/2009                           |  | s                              |   | 2,225   | D          | \$12.0075 | 452,889   | I  | By RCG PB, Ltd <sup>(9)</sup>                                     |
| Common Stock, \$0.40 Par Value <sup>(1)(2)</sup> | 12/14/2009                           |  | s                              |   | 3,149   | D          | \$12.0748 | 449,740   | I  | By RCG PB, Ltd <sup>(9)</sup>                                     |

**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) | Table 1: Derivative Securities Acquired, if any (e.g., puts, calls, warrants, options, convertible securities) | 4. Transaction Code (Instr. 8) | 5. Number of 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 Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|--|--|---|--|
| 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 Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |

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)

1. Name and Address of Reporting Person\*  
[C4S & CO LLC](#)

(Last) (First) (Middle)  
 599 LEXINGTON AVENUE  
 20TH FLOOR

(Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[COHEN PETER A](#)

(Last) (First) (Middle)  
 C/O RAMIUS LLC, 599 LEXINGTON AVENUE  
 20TH FLOOR

(Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[STARK MORGAN B](#)

(Last) (First) (Middle)  
 C/O RAMIUS LLC, 599 LEXINGTON AVENUE  
 20TH FLOOR

(Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[STRAUSS THOMAS W](#)

(Last) (First) (Middle)  
 C/O RAMIUS LLC, 599 LEXINGTON AVENUE  
 20TH FLOOR

(Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SOLOMON JEFFREY M](#)

(Last) (First) (Middle)

[C/O RAMIUS LLC, 599 LEXINGTON AVENUE  
20TH FLOOR](#)

(Street)

[NEW YORK NY 10022](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RCG HOLDINGS LLC](#)

(Last) (First) (Middle)

[C/O RAMIUS LLC,  
599 LEXINGTON AVENUE](#)

(Street)

[NEW YORK NY 10022](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[COWEN GROUP, INC.](#)

(Last) (First) (Middle)

[C/O RAMIUS LLC,  
599 LEXINGTON AVENUE](#)

(Street)

[NEW YORK NY 10022](#)

(City) (State) (Zip)

**Explanation of Responses:**

1. Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Multi-Strategy Master Fund Ltd, Ramius Merger Arbitrage Master Fund Ltd, Ramius Value and Opportunity Master Fund Ltd, and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
2. Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission.
3. Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Enterprise Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the majority shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
4. (Continued from previous footnote). As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
5. Shares of Common Stock beneficially owned by Ramius Multi-Strategy Master Fund Ltd (Multi-Strategy Master Fund). As the sole member of Ramius Advisors, the investment manager of Multi-Strategy Master Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Multi-Strategy Master Fund.
6. (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 Multi-Strategy 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 Multi-Strategy Master Fund.
7. Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). As the sole member of RCG Starboard Advisors, LLC (RCG Starboard Advisors), the investment manager of Value and Opportunity Master Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock 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.
8. (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.
9. 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.

**Remarks:**

[/s/ Owen S. Littman,](#) [12/15/2009](#)  
[Authorized Signatory](#)

[/s/ Owen S. Littman, as](#)  
[Attorney in Fact for Jeffrey M. Solomon, as Managing](#) [12/15/2009](#)  
[Member](#)

[/s/ Owen S. Littman, as](#) [12/15/2009](#)  
[Attorney in Fact for Peter A. Cohen](#)

[/s/ Owen S. Littman, as](#) [12/15/2009](#)

Attorney in Fact for Morgan B.  
Stark

/s/ Owen S. Littman, as  
Attorney in Fact for Thomas W. Strauss     12/15/2009

/s/ Owen S. Littman, as  
Attorney in Fact for Jeffrey M. Solomon     12/15/2009

/s/ Owen S. Littman,  
Authorized Signatory.     12/15/2009

/s/ Owen S. Littman,  
Authorized Signatory.     12/15/2009

\*\* Signature of Reporting Person     Date

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

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**