



Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth at pages 123-124 of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations, dated July 1997 (see G. Securities Act Forms, number 89), 29,211 shares of common stock registered on the 1998 Form S-8 are carried forward to, and deemed covered by, the 2005 Form S-8. In addition, 406,005 shares of common stock registered on the 2000 Form S-8 are carried forward to, and deemed covered by, the 2005 Form S-8, by a Post-Effective Amendment to the 2000 Form S-8 filed on or about the date hereof. No additional registration fee is due with respect to the shares covered being carried forward as all were covered by prior Forms S-8.

In addition, any shares that are not issued pursuant to outstanding options granted under the 1998 Plan, such as when a currently outstanding option expires, is cancelled, terminated or is forfeited, will be carried forward for issuance in connection with the 2004 Plan and deemed covered by this Post-Effective Amendment No. 1 to the 1998 Form S-8.

Shares remain subject to outstanding options previously granted under the 1998 Plan and the 2000 Plan and consequently the 1998 Form S-8 and the 2000 Form S-8 will remain in effect to cover the potential exercise of such outstanding options.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT  
Item 3. Incorporation of Documents by Reference.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement filed by the Company under Registration File No. 333-61231 with respect to securities offered pursuant to the 1998 Plan are hereby incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post effective amendment to be signed in its behalf by the undersigned, thereunto duly authorized, in the City of Saddle River, State of New Jersey, on this 11th day of April, 2005.

PDI, INC.

By: /s/ Charles T. Saldarini

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Name: Charles T. Saldarini  
Title: Chief Executive Officer