

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Jeffrey Edward		2. Issuer Name and Ticker or Trading Symbol PDI INC [PDI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ CFO	
(Last) (First) (Middle) C/O PDI INC., SADDLE RIVER EXEC. CENTRE, 1 RT 17 SOUTH		3. Date of Earliest Transaction (Month/Day/Year) 02/27/2008			
(Street) SADDLE RIVER, NJ 07458		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 (1)							19,241	D		
Common Stock (2)	02/27/2008		A		12,937	A	\$ 7.73	32,178	D	

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Rights	\$ 13.47							(3)	05/15/2011	Common Stock	15,662	15,662	D		
Stock Appreciation Rights (4)	\$ 9.52							(4)	03/30/2012	Common Stock	19,080	34,742	D		
Stock Appreciation Rights (5)	\$ 7.73	02/27/2008		A		22,753		(5)	02/27/2013	Common Stock	22,753	\$ 0	57,495	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Jeffrey Edward C/O PDI INC., SADDLE RIVER EXEC. CENTRE, 1 RT 17 SOUTH SADDLE RIVER, NJ 07458			CFO	

## Signatures

/s/ Jeffrey E. Smith	02/29/2008
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).

- (1) Consists of 7,424 shares of restricted stock that vest on May 15, 2009 and 11,817 shares of restricted stock that vest on March 30, 2010
- (2) Restricted shares of common stock that vest on February 27, 2011.
- (3) One third of the stock-appreciation rights are currently exercisable. One third will become exercisable on each of 5/15/08 and 5/15/09.
- (4) One-third of the stock-appreciation rights will become exercisable on each of 3/30/08, 3/30/09, and 3/30/10.
- (5) One-third of the stock-appreciation rights will become exercisable on each of 2/27/09, 2/27/10, and 2/27/11.

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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