

# 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) 02/19/2009			
(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)								111,597	D	
Common Stock (2)	02/19/2009		A		17,827	A	\$ 5.89	129,424	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					
Stock Appreciation Rights	\$ 13.47							(3)	05/15/2011	Common Stock	15,662	15,662	D	
Stock Appreciation Rights	\$ 9.52							(4)	03/30/2012	Common Stock	19,080	34,742	D	
Stock Appreciation Rights	\$ 7.73							(5)	02/27/2013	Common Stock	22,753	57,495	D	
Stock Appreciation Rights (6)	\$ 5.89	02/19/2009		A		41,527		(6)	02/19/2014	Common Stock	41,527	\$ 0	99,022	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

Jeffrey E. Smith	02/23/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Includes 11,817 restricted stock units that vest two-thirds on March 30, 2009 and one-third on March 30, 2010. Includes 12,937 restricted stock units that vest one-third on each of 2/27/09, 2/27/10, and 2/27/11.

(2) Consists of 17,827 restricted stock units that vest on February 19, 2012.

(3) Two-thirds of the stock-appreciation rights are currently exercisable. One third will become exercisable on 5/15/09.

(4) One-third of the stock-appreciation rights are currently exercisable and one-third will become exercisable on each of 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.

(6) One-third of the stock-appreciation rights will become exercisable on each of 2/19/10, 2/19/11, and 2/19/12.

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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