

# 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 *<br>Drazner Howard                               |  | 2. Issuer Name and Ticker or Trading Symbol<br>PDI INC [PDII]                           |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____<br>President, Pharmakon   |  |
| (Last) (First) (Middle)<br>C/O PDI INC, MORRIS CORPORATE CENTER 1,, 300 INTERPACE PARKWAY |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/01/2010                          |  |  |  |
| (Street)<br>PARSIPPANY, NJ 07054  |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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)                |                                      |  |                                |   |   |            |         | 20,642  | D  |   |
| Common Stock (2)                | 03/01/2010                           |  | A                              |   | 4,970   | A          | \$ 5.03 | 25,612  | 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                  | \$ 12.06   |                                      |  |                                |   |   |     | (3)  | 03/23/2011      | Common Stock  | 2,853                                      | 2,853  | D  |  |       |
| Stock Appreciation Rights                  | \$ 9.52  |                                      |  |                                |   |   |     | (4)  | 03/30/2012      | Common Stock  | 5,936                                      | 8,789  | D  |  |       |
| Stock Appreciation Rights                  | \$ 7.73  |                                      |  |                                |   |   |     | (5)  | 02/27/2013      | Common Stock  | 9,101                                      | 17,890   | D  |  |       |
| Stock Appreciation Rights                  | \$ 5.89  |                                      |  |                                |   |   |     | (6)  | 02/19/2014      | Common Stock  | 15,820                                     | 33,710   | D  |  |       |
| Stock Appreciation Rights                  | \$ 5.03  | 03/01/2010                           |  | A                              |   | 10,040  |     | (7)  | 03/01/2015      | Common Stock  | 10,040                                     | \$ 0   | 43,750   | D  |       |

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Drazner Howard<br>C/O PDI INC, MORRIS CORPORATE CENTER 1,<br>300 INTERPACE PARKWAY<br>PARSIPPANY, NJ 07054 |               |           | President, Pharmakon |       |

### Signatures

|                                       |                     |
|---------------------------------------|---------------------|
| Howard Drazner                        | 03/08/2010          |
| <small>Signature of Reporting</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 1,226 restricted shares of common stock that vest 3/30/10, 1,667 restricted shares of common stock that vest on 11/27/10, 1,725 restricted shares of common stock that vest 2/27/11 and 6,791 restricted stock units that vest on 2/19/12.
- (2) Restricted stock units that vest on March 1, 2013.
- (3) Currently exercisable.
- (4) Two-thirds are currently exercisable, one-third will become exercisable on 3/30/10.
- (5) Two-thirds are currently exercisable, one-third will become exercisable on 2/27/11.
- (6) One-third is currently exercisable and one-third will become exercisable on each of 2/19/11 and 2/19/12.
- (7) Stock-appreciation rights that vest one-third on each of 3/1/11, 3/1/12, and 3/1/13.

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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