

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Drazner Howard			2. Issuer Name and Ticker or Trading Symbol PDI INC [PDII]			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) _____ President, Pharmakon		
(Last) (First) (Middle) C/O PDI INC, MORRIS CORPORATE CENTER 1,, 300 INTERPACE PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 11/16/2010					
(Street) PARSIPPANY, NJ 07054			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)								23,879	D	
Common Stock (2)	11/16/2010		M		405	A	\$ 10.65	24,284	D	
Common Stock (3)	11/16/2010		M		1,070	A	\$ 10.65	25,354	D	
Common Stock (4)	11/16/2010		M		1,516	A	\$ 10.65	26,870	D	

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

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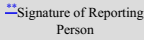
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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
Stock Appreciation Rights	\$ 12.06						(5)	03/23/2011	Common Stock	2,853	2,853	D		
Stock Appreciation Rights	\$ 9.52						(5)	03/30/2012	Common Stock	5,936	8,789	D		
Stock Appreciation Rights	\$ 7.73						(6)	02/27/2013	Common Stock	9,101	17,890	D		
Stock Appreciation Rights	\$ 5.89						(7)	02/19/2014	Common Stock	15,820	33,710	D		
Stock Appreciation Rights	\$ 5.03						(8)	03/01/2015	Common Stock	10,040	43,750	D		
Stock Appreciation Rights	\$ 9.52	11/16/2010		M		5,936	(5)	03/30/2012	Common Stock	5,936	\$ 9.52	37,814	D	
Stock Appreciation Rights	\$ 7.73	11/16/2010		M		6,067	(5)	02/27/2013	Common Stock	6,067	\$ 7.73	31,747	D	
Stock Appreciation Rights	\$ 5.89	11/16/2010		M		5,273	(5)	02/19/2014	Common Stock	5,273	\$ 5.89	26,474	D	

## Reporting Owners

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

## Signatures

Howard Drazner		11/18/2010
		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) Includes 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, 6,791 restricted stock units that vest on 2/19/12 and 4,970 restricted stock units that vest on 3/1/13.
- (2) Shares of common stock that were received (net of taxes withheld) upon exercise of 5,936 SARs with an exercise price of \$9.52.
- (3) Shares of common stock that were received (net of taxes withheld) upon exercise of 6,067 SARs with an exercise price of \$7.73.
- (4) Shares of common stock that were received (net of taxes withheld) upon exercise of 5,273 SARs with an exercise price of \$5.89.
- (5) Currently exercisable.
- (6) Two-thirds were exercisable, the remaining one-third becomes exercisable on 2/27/11.
- (7) One-third was exercisable, the remaining two-thirds vest on 3/19/11 and 3/19/12.
- (8) One-third each vests on 3/1/11, 3/1/12 and 3/1/13, respectively.

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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