

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 * 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) _____ SVP,Bus. Dev Medical Education	
(Last) (First) (Middle) C/O PDI INC, MORRIS CORPORATE CENTER 1,, 300 INTERPACE PARKWAY		3. Date of Earliest Transaction (Month/Day/Year) 11/29/2010			
(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)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

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)			
Common Stock (1)							26,870	D	
Common Stock (2)	11/29/2010		F		491	D	\$ 9.6601 26,379	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	\$ 12.06							(3)	03/23/2011	Common Stock	2,853	2,853	D	
Stock Appreciation Rights	\$ 7.73							(4)	02/27/2013	Common Stock	3,034	5,887	D	
Stock Appreciation Rights	\$ 5.89							(5)	02/19/2014	Common Stock	10,547	16,434	D	
Stock Appreciation Rights	\$ 5.03							(6)	03/01/2015	Common Stock	10,040	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			SVP,Bus. Dev Medical Education	

Signatures

Howard Drazner	12/01/2010
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) Includes 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 that were withheld to satisfy the payroll tax withholdings on the vesting of 1,667 restricted shares.

(3) Currently exercisable.

(4) Exercisable on 2/27/11.

(5) One half vests on each of 3/19/11 and 3/19/12.

(6) 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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