FORM 4

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

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 [*] Saitta Jo Ann	2. Issuer Name **and** Ticker or Trading Symbol PDI INC [PDII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O PDI INC., MORRIS CORPORATE CENTER 1, BUILDING A, 300 INTERPACE PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2012	Director ___ 10% Owner ___ X Officer (give title below) ___ Other (specify below) ___ SVP and CIO, GM GROUP DCA
(Street) PARSIPPANY, NJ 07054	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ 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)	Price			
Common Stock [(1)]								57,519	D	
Common Stock [(5)]	12/21/2012		F		276	D	$7.81	57,243	D	

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

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	Amount or Number of Shares				
Stock Appreciation Rights	$ 7.73							[(2)]	02/27/2013	Common Stock	9,101		15,885	D	
Stock Appreciation Rights	$ 5.89							[(2)]	02/19/2014	Common Stock	17,797		33,682	D	
Stock Appreciation Rights	$ 5.03							[(3)]	03/01/2015	Common Stock	22,088		55,770	D	
Stock Appreciation Rights	$ 6.63							[(4)]	01/30/2017	Common Stock	25,773		81,543	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Saitta Jo Ann C/O PDI INC., MORRIS CORPORATE CENTER 1 BUILDING A, 300 INTERPACE PARKWAY PARSIPPANY, NJ 07054			SVP and CIO, GM GROUP DCA	

Signatures

Jo Ann Saitta	12/26/2012
[**]Signature of Reporting Person	Date

Explanation of Responses:

(1) Includes 10,934 restricted stock units that vest on 3/1/13. Includes 17,773 restricted shares of common stock that vest on 3/3/14 and 11,312 restricted shares of common stock that vest on 1/30/15.

(2) Currently exercisable

(3) Two-thirds are currently exercisable and the remaining one-third will become exercisable on 3/1/13.

(4) One-third will become exercisable on each of 1/30/13, 1/30/14, and 1/30/15

(5) Shares that were withheld to satisfy the payroll tax withholdings on the vesting of 759 restricted shares of common stock.