

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 * 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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SVP and CIO, GM GROUP DCA	
(Last) (First) (Middle) C/O PDI INC., MORRIS CORPORATE CENTER 1, BUILDING A, 300 INTERPACE PARKWAY		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013			
(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)	Price			
Common Stock (1)								57,243	D	
Common Stock (4)	03/01/2013		F		4,642	D	\$ 7.43	52,601	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)					
Stock Appreciation Rights	\$ 5.89						(2)	02/19/2014	Common Stock	17,797	17,797	D	
Stock Appreciation Rights	\$ 5.03						(2)	03/01/2015	Common Stock	22,088	39,885	D	
Stock Appreciation Rights	\$ 6.63						(3)	01/30/2017	Common Stock	25,773	65,658	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	03/05/2013
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 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) Stock appreciation rights that are currently one-third vested and the remaining two-thirds vest one-half on each of 1/30/14 and 1/30/15.

(4) Shares that were withheld to satisfy the tax withholdings on the vesting of 10,934 restricted stock units.

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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