

# 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 * Melillo Gerald R JR		2. Issuer Name and Ticker or Trading Symbol PDI INC [PDI]		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, Sales Services	
(Last) (First) (Middle) C/O PDI INC., MORRIS CORPORATE CENTER 1,, 300 INTERPACE PARKWAY		3. Date of Earliest Transaction (Month/Day/Year) 02/25/2014			
(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 ____ 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)								24,424	D	
Common Stock (2)	02/25/2014		A		1,904	A	\$ 5.13	26,328	D	
Common Stock (5)	02/25/2014		A		20,270	A	\$ 5.13	46,598	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		Date Exercisable	Expiration Date					
Stock Appreciation Rights	\$ 6.63						(3) 01/30/2017	Common Stock	21,478		21,478	D	
Stock Appreciation Rights	\$ 5.44						(4) 04/04/2018	Common Stock	30,364		51,842	D	
Stock Appreciation Rights	\$ 5.13	02/25/2014		A		57,107	(6) 02/25/2019	Common Stock	57,107	\$ 0	108,949	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Melillo Gerald R JR C/O PDI INC., MORRIS CORPORATE CENTER 1, 300 INTERPACE PARKWAY PARSIPPANY, NJ 07054			President, Sales Services	

## Signatures

Gerald Melillo	02/27/2014
<small>Signature of Reporting Person</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 4,000 restricted stock units that vest on October 10, 2014, 9,427 restricted shares of common stock that vest on January 30, 2015, and 10,997 restricted shares of common stock that vest on April 4, 2016.

(2) Shares of common stock awarded on February 25, 2014.

(3) Stock appreciation rights that are two-thirds vested and the remaining one-third vest on 1/30/15.

(4) Stock appreciation rights that vest one-third on each of 4/4/14, 4/4/15, and 4/4/16.

(5) Restricted shares of common stock that vest on February 25, 2017.

(6) Stock appreciation rights that vest one-third on each of 2/25/15, 2/25/16, and 2/25/17.

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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