

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 * Lurker Nancy		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) _____ CEO	
(Last) (First) (Middle) C/O PDI INC., MORRIS CORPORATE CENTER 1, BUILDING A, 300 INTERPACE PARKWAY		3. Date of Earliest Transaction (Month/Day/Year) 03/25/2014			
(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 <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table 1 - 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)								456,719	D	
Common Stock (2)	03/25/2014		F		23,316	D	\$ 4.91	433,403	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	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 5.03						(3)	03/01/2015	Common Stock	58,902		58,902	D	
Stock Appreciation Rights	\$ 6.41						(4)	01/31/2017	Common stock	111,684		170,586	D	
Stock Appreciation Rights	\$ 5.44						(5)	04/04/2018	Common Stock	141,700		312,286	D	
Stock Appreciation Rights	\$ 5.1						(6)	02/26/2019	Common Stock	177,665		489,951	D	
Stock Appreciation Rights	\$ 5.1						(7)	02/26/2019	Common Stock	188,165		678,116	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lurker Nancy C/O PDI INC., MORRIS CORPORATE CENTER 1, BUILDING A, 300 INTERPACE PARKWAY PARSIPPANY, NJ 07054			CEO	

Signatures

Nancy S. Lurker	03/27/2014
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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 50,702 restricted shares of common stock that vest on January 31, 2015, 51,320 restricted shares of common stock that vest on April 4, 2016, and 63,177 restricted shares of common stock that vest on February 26, 2017.
- (2) Shares that were withheld to satisfy the tax withholdings on the vesting of 61,642 restricted shares of common stock.
- (3) Currently exercisable.
- (4) Stock appreciation rights that are currently two-thirds vested and the remaining one-third vest on 1/31/15.
- (5) Stock appreciation rights that vest one-third on each of 4/4/14, 4/4/15, and 4/4/16.
- (6) Stock appreciation rights that vest one-third on each of 2/26/15, 2/26/16, and 2/26/17.
- (7) Performance contingent stock appreciation rights ("SARs"). The SARs vest 36,496 on 2/26/15, 64,460 on 2/26/16, and 87,209 on 2/27/17. The SARs are only exercisable if the performance conditions are met.

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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