

# 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 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) 03/05/2015			
(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)		<b>Table 1 - 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)								427,317	D	
Common Stock								55,000	I	by IRA
Common Stock								1,000	I	By Self as Custodian for Daughters
Common Stock								50,000	I	By Spouse
Common Stock (2)	03/05/2015		A		444,364	A	\$ 1.73	871,681	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	\$ 6.41						(3) 01/31/2017	Common stock	111,684		111,684	D	
Stock Appreciation Rights	\$ 5.44						(4) 04/04/2018	Common Stock	141,700		253,384	D	
Stock Appreciation Rights	\$ 5.1						(5) 02/26/2019	Common Stock	177,665		431,049	D	
Stock Appreciation Rights	\$ 5.1						(6) 02/26/2019	Common Stock	188,165		619,214	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	X		CEO	

## Signatures

Nancy S. Lurker	03/09/2015
<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 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) Restricted shares of common stock that vest on March 5, 2018.
- (3) Currently exercisable.
- (4) Stock appreciation rights that are currently one-third vested, and the remaining two-thirds vest one-half on each of 4/4/15 and 4/4/16.
- (5) Stock appreciation rights that are currently one-third vested and the remaining two-thirds vest one-half on each of 2/26/16 and 2/26/17.
- (6) Performance contingent stock appreciation rights ("SARs"). There are 36,496 SARs currently vested. The remaining SARs vest as follows: 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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