(Print or Type Responses)

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

| OMB APPRO\ | /AL |
|-----------------------|-----------|
| 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

| ddress of Rej / | porting Person - | 1 | 2. Issuer Name and Ticker or Trading Symbol PDI INC [PDII] | | | | | | 5. | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|---|--|---|--|--|--|--|--|--|--|--|--|--|--|---|---|
| | | E CENTER (| 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2011 | | | | | | | | title below) | | | | |
| | (Street) | 4 | 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 | | | | | |
| 1,143 070 | (State) | (Zip) | | | Т | able I - I | Non-Dei | rivativ | e Securities | Acquire | ed, Disposed | of, or Benef | icially Owne | d | |
| (Instr. 3) | | Date | 2A. Deemed Execution Date, i | | e, if | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired | | ired 5. f (D) O | 1 5. Amount of Securities Beneficially | | neficially (| Ownership of Form: B | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | Code | V | Amou | (A) or (D) | Price | or Indirect (Ins. (I) (Instr. 4) | | | instr. 4) | |
| ck (1) | | | | | | | | | | 28 | 285,743 | | |) | |
| ck (2) | | 03/15/2011 | | | | M | | 11,47 | (2) A | ' ')(| 297,215 | | |) | |
| | | 3A. Deemed Execution Date, | 4. tif Trans | s, calls | 5. N of | rrants, o | in this displaced, Dispetions, 6. Date Expirat | posed convertion Da | are not recurrently vof, or Benefitible securitisable and te | equired to ralid OM ricially O ties) 7. Title of Under | to respond IB control n wned and Amount erlying | 8. Price of Derivative | 9. Number of Derivative | f 10. Ownershi | 11. Nature |
| or Exercise Price of Derivative Security | (Month/Day/Year | | | . 8) | Sec (A) Dis (D) (Ins | urities quired or posed of str. 3, 4, | (Month/Day/Year) ties red sed of 3, 4, | | Securities (Instr. 3 and 4) | | Security (Instr. 5) | Beneficially Owned Following Reported | Derivative Security: (I Direct (D) or Indirect | (Instr. 4) | |
| | | | Cod | e V | (A) | (D) | Date Exercis | | | Title | Amount or Number of Shares | | | | |
| \$ 4.28 | | | | | | | <u>(3</u> | 1 | 1/18/2015 | | 780 000 | | 280,000 | D | |
| \$ 5.03 | | | | | | | <u>(4</u> | 9 | 3/01/2015 | | 00,555 | | 368,353 | D | |
| \$ 5.03 | 03/15/2011 | | М | | | 29,451 | <u>(4</u> | <u>0</u> | 3/01/2015 | Comm | 1 20 451 | \$ 5.03 | 338,902 | D | |
| | c., MORRIGA, 300 I Y, NJ 070 ity 2. Conversion or Exercise Price of Derivative Security \$ 4.28 | (First) C., MORRIS CORPORATI G A, 300 INTERPACE PA (Street) Y, NJ 07054 (State) ity 2. Conversion or Exercise Price of Derivative Security \$ 4.28 | (First) (Middle) C., MORRIS CORPORATE CENTER G A, 300 INTERPACE PARKWAY (Street) Y, NJ 07054 (State) (Zip) ity 2. Transaction Date (Month/Day/Year) ck (1) ort on a separate line for each class of securities by Table II - 2. Conversion or Exercise Price of Derivative Security \$ 4.28 | (First) (Middle) (Mid | (First) (Middle) (Mid | (First) (Middle) (Mid | (First) (Middle) 3. Date of Earliest Transaction 03/15/2011 Street) 4. If Amendment, Date Origin (Month/Day/Year) 4. If Amendment, Date Origin 15/2011 (Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 2. Transaction Date (e.g., puts, calls, warrants, of Code (Instr. 8) 2. Number Origin 2. So with the public of Execution Date, if (Instr. 8) 2. Number Origin 2. So with the public of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Code (Instr. 8) 3. Transaction Code (Instr. 8) 4. So Number Origin 2. So with the public of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Code (Month/Day/Year) 3. Transaction (Instr. 8) 4. So Number Origin 2. So with the public of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. If Amendment, Date Origin 3. Transaction Date (Instr. 8) 4. So Number Origin 2. So with the public of Date (Instr. 8) 4. So Number Origin 2. So with the public of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. If Amendment, Date Origin 2. So with the public of Date (Instr. 8) 4. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (Instr. 8) 5. Number Origin 2. So with the public of Date (In | (First) (Middle) (Street) 3. Date of Earliest Transaction (Month O3/15/2011 4. If Amendment, Date Original Filed O3/15/2011 3. Transaction Date (Month/Day/Year) (| (Middle) (Mi | MORRIS CORPORATE CENTER G A, 300 INTERPACE PARKWAY (Street) Y, NJ 07054 (State) 2. Transaction Date (Execution Date, if any Conversion) Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) (Month/Day/Year) A Derivative Securities Table II - Derivative Securities Acquired (Instr. 8) Table II - Derivative Securities Acquired (Ins | PDI INC [PDII] A, MORRIS CORPORATE CENTER G A, 300 INTERPACE PARKWAY (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 7. NJ 07054 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 7. Table I - Non-Derivative Securities Acquired 5 (A) or Disposed of (D) (Instr. 3). 4 and 5) (A) or Table II - Derivative Securities Acquired 5 (A) or Disposed of (D) (Instr. 3). Transaction (Month/Day/Year) (A) or Table II - Derivative Securities Acquired 5 (A) or Disposed of (D) (Instr. 3). Transaction (D) (Instr. 3). Trans | PDI INC [PDII] | PDI INC [PDII] Check | PDI INC [PDII] Cleek all applicable Cleek all all all all all all all all all al | PDI INC PDI |

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

Signatures

| Nancy S. Lurker | 03/17/2011 |
|-------------------------------|------------|
| 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 56,000 restricted stock units that vest one-half on each of 11/18/11 and 11/18/12, 43,738 restricted stock units that vest on March 1, 2013, 6,072 restricted shares of common stock that vest one-half on each of 12/21/11 and 12/21/12, and 82,938 restricted shares of common stock that vest on March 3, 2014.
- (2) Shares of common stock that were received upon exercise of 29,451 SARs with an exercise price of \$5.03
- (3) Performance contingent stock appreciation rights ("SARs"). The SARs are 60% vested and the remaining 40% vest one-half on each of 11/18/11 and 11/18/12. The SARs are only exercisable if the performance conditions are met.
- (4) Stock appreciation rights that are currently one-third vested and vest one-third on each of 3/1/12 and 3/1/13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.