FORM 4

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

OMB APPROVAL					
MB Number:	3235-0287				
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ours per response.	0.5				

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 Da	norting Person *		2. Issuer No	me and	d Ticke	r or T	Trading Sv	mbol		5. Rel	ationship	of Reportir	ng Person(s) t	o Issuer	
Name and Address of Reporting Person * Smith Jeffrey Edward				2. Issuer Name and Ticker or Trading Symbol PDI INC [PDII]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)				3. Date of Ea		ransact	ion (N	Month/Day	/Year)			Director 10% Owner X Officer (give title below) Other (specify below)				w)
C/O PDI INC., MORRIS CORPORATE CENTER 1,, 300 INTERPACE PARKWAY				01/30/2012								CFO				
1,, 300 1111		(Street)		4. If Amendr	nent. Da	nt Date Original Filed (Month/Day/Vear)					6. Ind	6. Individual or Joint/Group Filing(Check Applicable Line)				
(Succe)				4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ For	MINIVITY OF JOHN OF OUR PRINTING CREEK APPRICABLE LINE) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
PARSIPPANY, NJ 07054																
(City)		(State)	(Zip)		T	able I	- Nor	n-Derivati	ve Securi	ties A	cquired, D	isposed	of, or Bene	ficially Owne	ed	
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea			2A. Deemed 3. Transac Execution Date, if Code				4. Securities Acquired (A) or Disposed of (D)								Nature of Indirect	
			r) any	(Instr. 8)			(Instr. 3, 4 and 5)						Form:	Beneficial		
				(Month/Day/Year) Code							(Instr.	3 and 4)			· /	Ownership
									(A) or						or Indirect (I) (Instr. 4)	(IIISII. 4)
						de	V Ame	ount (D)	Pı	rice						
Common Sto	ck (1)									196,8	196,834			D		
Common Sto	ck (2)		01/30/2012			A		22.0	524 A	\$	219,4	58		1	D	
Common Sto	- CK							,		6.	63					
Reminder: Repo	ort on a sepai	rate line for each	class of securities	beneficially of	owned d	lirectly	or in	directly.	Г							
·	·						P	ersons v						tion contail	ned SEC	1474 (9-02)
											uired to r lid OMB o		unless the	e form		
								iispiays (Current	iy va	iia OMB C	Onlion	iuiiibei.			
			Table II -	Derivative S								ed				
1. Title of	2.	3. Transaction	3A. Deemed	4.		Numbe		Date Exe			7. Title and		8. Price of	9. Number o	f 10.	11. Nat
				e, if Transac Code	rivative Conversion Date Execution Date, if Transaction of Expirati								Derivative		hip of Indi	
Security	or Exercise															
(Instr. 3)	Price of	(Wionthi/Day/Tea	(Month/Day/Y			rivativ curities	,	Month/Da	y/rear)		Securities		Security (Instr. 5)	Securities Beneficially	Form of Derivat	f Benefic ive Owners
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(Instr. 3)		(Worth Day) 102) Sec Ac (A	curities	; `	Month/Da	y/ i ear)		Securities			Beneficially	Derivat	Owners (Instr. 4
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Stock Appreciation Rights Stock Appreciation Rights Stock	Security \$ 9.52	(World) Day/ Tee		(Instr. 8) See Ac (A Dis (D (In and	curities equired) or sposed) sstr. 3, 4	of 4,	Date Exercisable (3)	Expiration Date 03/30/2 02/27/2	012 013	Securities (Instr. 3 an Title Common Stock Common Stock	Amount or Number of Shares 19,080	(Instr. 5)	Beneficially Owned Following Reported Transaction (Instr. 4)	Derivat Security Direct (or Indir s) (I) (Instr. 4	Owners (Instr. 4
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Stock Appreciation Rights Stock Appreciation Rights Stock Appreciation Rights Stock Appreciation Rights	\$ 9.52 \$ 7.73 \$ 5.89	(World) Day, Tee		(Instr. 8) See Ac (A Dis (D (In and	curities equired) or sposed) sstr. 3, 4	of 4,	Date Exercisable (3)	Expiration Date 03/30/2 02/27/2 02/19/2	012 013 014	Securities (Instr. 3 an Title Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 19,080 22,753 41,527	(Instr. 5)	Beneficially Owned Following Reported Transaction (Instr. 4) 19,080 41,833	Derivat Security Direct (or Indir (I) (Instr. 4	Owners (Instr. 4
Stock Appreciation Rights Stock Appreciation Rights Stock Appreciation Rights Stock Appreciation Rights	\$ 9.52 \$ 7.73 \$ 5.89	01/30/2012		(Instr. 8	See Acc (A Di: C) (D (In and C) (A C	curities equired) or sposed) sstr. 3, 4	of 4,	Date Exercisable (3)	Expiration Date 03/30/2 02/27/2 02/19/2	012 013 014	Securities (Instr. 3 and Title Common Stock Common Stock Common Stock	Amount or Number of Shares 19,080 22,753 41,527	(Instr. 5)	Beneficially Owned Following Reported Transaction (Instr. 4) 19,080 41,833	Derivat Security Direct (or Indir (I) (Instr. 4	Owners (Instr. 4

Barradia - Orman Nama / Addussa	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Smith Jeffrey Edward C/O PDI INC., MORRIS CORPORATE CENTER 1, 300 INTERPACE PARKWAY PARSIPPANY, NJ 07054			CFO			

Signatures

Jeffrey E. Smith	02/01/2012
Signature of Reporting	Date

Person	
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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 17,827 restricted stock units that vest on 2/19/12, 18,887 restricted stock units that vest on 3/1/13, 1,518 restricted shares of common stock that vest on 12/21/12, and 41,469 restricted shares of common stock that vest on 3/3/14.
- (2) Restricted shares of common stock that vest on January 30, 2015.
- (3) Currently exercisable.
- (4) Two-thirds of the stock-appreciation rights are currently exercisable and one-third will become exercisable on 2/19/12.
- (5) One-third of the stock-appreciation rights are currently exercisable and one-third will become exercisable on each of 3/1/12 and 3/1/13.
- (6) Stock appreciation rights that vest one-third on each of 1/30/13, 1/30/14, and 1/30/15.

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.