

WEINSTEIN MARK L

Form 4

February 14, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEINSTEIN MARK L

(Last) (First) (Middle)

**C/O BIOCLINICA, INC., 826
NEWTOWN-YARDLEY ROAD**

(Street)

NEWTOWN, PA 18940

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BIOCLINICA INC [BIOC]3. Date of Earliest Transaction
(Month/Day/Year)
02/11/20114. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - 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)
Common Stock	02/11/2011		A	(A) or (D) Amount 3,333 (1) Price \$ 4.42	359,543	D	
Common Stock	02/11/2011		F	(A) or (D) Amount 1,333 (2) Price \$ 4.42	358,210	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	02/11/2011		D	3,333	(4) (4)	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINSTEIN MARK L C/O BIOCLINICA, INC. 826 NEWTOWN-YARDLEY ROAD NEWTOWN, PA 18940	X		President & CEO	

Signatures

/s/ Maria T. Kraus as attorney-in-fact
Date 02/14/2011

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).

- These shares are awarded to the reporting person pursuant to satisfying the vesting requirements of the Restricted Stock Unit Grant dated February 11, 2010. (One-twelfth of the RSU Award will vest on each three-month anniversary of the Award Date upon Participant's continuation of service through each such vesting date.)
- (1) February 11, 2010. (One-twelfth of the RSU Award will vest on each three-month anniversary of the Award Date upon Participant's continuation of service through each such vesting date.)
- (2) These shares were withheld to cover the withholding taxes associated with the issuance of the shares to the reporting person.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock of BioClinica, Inc. (the "Company"), par value \$0.00025.
- (4) Represents the grant of 40,000 restricted stock units, granted pursuant to the Company's 2002 Stock Incentive Plan, as amended and restated. One-twelfth of the RSU Award will vest on each three-month anniversary of the Award Date upon Participant's continuation of service through each such vesting date. The shares of Common Stock underlying the RSU Award will be issued on the vesting date or as soon as administratively practicable thereafter.
- (5) Such number does not include 40,000 Restricted Stock Units granted on March 4, 2009 which vests as to 13,333 shares on March 1, 2010, 13,333 shares on March 1, 2011 and 13,334 shares on March 1, 2012.

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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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