

WEINSTEIN MARK L  
Form 4  
November 14, 2011

**FORM 4**

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

OMB APPROVAL

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**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

(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)  
11/11/2011

4. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |
| Common Stock                    | 11/11/2011                           |  | A                              |   | 3,334<br>(1) \$ 4.47  | A  | 396,367 D                         |
| Common Stock                    | 11/11/2011                           |  | A                              |   | 5,000<br>(2) \$ 4.47  | A  | 401,367 D                         |
| Common Stock                    | 11/11/2011                           |  | F                              |   | 2,550<br>(3) \$ 4.47  | D  | 398,817 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. Pr                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                |   |  | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   |                            |
| Restricted Stock Units                     | (4)  | 11/11/2011                           |  | D                              | 3,334   | (5) (5)  | Common Stock  | 3,334                      |
| Restricted Stock Units                     | (4)  | 11/11/2011                           |  | D                              | 5,000   | (7) (7)  | Common Stock  | 5,000                      |

## Reporting Owners

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

## Signatures

/s/ Maria T. Kraus as attorney-in-fact  
Date: 11/14/2011  
\*\*Signature of Reporting Person

## 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.)
- These shares are awarded to the reporting person pursuant to satisfying the vesting requirements of the Restricted Stock Unit Grant dated February 18, 2011. (One-twelfth of the RSU Award will vest every three months beginning on May 11, 2011 and ending on February 11, 2014 upon Participant's continuation of service through each such vesting date.)
- (2) February 18, 2011. (One-twelfth of the RSU Award will vest every three months beginning on May 11, 2011 and ending on February 11, 2014 upon Participant's continuation of service through each such vesting date.)

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- (3) These shares were withheld to cover the withholding taxes associated with the issuance of the shares to the reporting person.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of BioClinica, Inc. (the "Company"), par value \$0.00025.
- (5) Represents the February 11, 2010 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.
- (6) 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.
- (7) Represents the February 18, 2011 grant of 60,000 restricted stock units, granted pursuant to the Company's 2010 Stock Incentive Plan. One-twelfth of the RSU Award will vest every three months beginning on May 11, 2011 and ending on February 11, 2014 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.

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.