

WEINSTEIN MARK L

Form 4

February 12, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
02/08/2013

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 02/11/2013 | | M | (A) or (D) Amount (1) 3,333 | Price (5) 438,298 | D | |
| Common Stock | 02/11/2013 | | M | (2) 5,000 | (5) 443,298 | D | |
| Common Stock | 02/11/2013 | | M | (3) 6,250 | (5) 449,548 | D | |
| Common Stock | 02/11/2013 | | F | (4) 4,462 | \$ 7.23 445,086 | D | |

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

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

SEC 1474
(9-02)

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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (5) | 02/08/2013 | | A | | 80,000 | | (10) | (10) | Common Stock | 80,000 |
| Restricted Stock Units | (5) | 02/11/2013 | | M | | 3,333 | | (6) | (6) | Common Stock | 3,333 |
| Restricted Stock Units | (5) | 02/11/2013 | | M | | 5,000 | | (8) | (8) | Common Stock | 5,000 |
| Restricted Stock Units | (5) | 02/11/2013 | | M | | 6,250 | | (9) | (9) | Common Stock | 6,250 |

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

02/12/2013

 **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) 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.)
- (2) 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.)
- (3) These shares are awarded to the reporting person pursuant to satisfying the vesting requirements of the Restricted Stock Unit Grant dated February 10, 2012. (One-twelfth of the RSU Award will vest every three months beginning on May 11, 2012 and ending on February 11, 2015 upon Participant's continuation of service through each such vesting date.)
- (4) These shares were withheld to cover the withholding taxes associated with the issuance of the shares to the reporting person.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock of BioClinica, Inc. (the "Company"), par value \$0.00025.
- (6) 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.
- (7) Such number does not include the 40,000 Restricted Stock Units granted on March 4, 2009 which vested as to 13,333 shares on March 1, 2010, 13,333 shares on March 1, 2011 and 13,334 shares on March 1, 2012, which will be issued upon the earlier of (i) the reporting person's cessation of service, (ii) a change of control of the Company and (iii) seven years from the date of the award.
- (8) 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.
- (9) Represents the February 10, 2012 grant of 75,000 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, 2012 and ending on February 11, 2015 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.
- (10) Represents the February 8, 2013 grant of 80,000 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, 2013 and ending on February 11, 2016 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.