

WEINSTEIN MARK L

Form 4

March 18, 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

OMB  
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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)  
**03/16/2011**

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 &amp; 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 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	03/16/2011		M/K	(A) or (D) Amount (1) 10,000 Price \$ 0.72	368,210	D	
Common Stock	03/16/2011		F/K	(1) 1,884 D \$ 4.68	366,326	D	
Common Stock	03/16/2011		M/K	(2) 10,000 A \$ 1	376,326	D	
Common Stock	03/16/2011		F/K	(2) 2,459 D \$ 4.68	373,867	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
Option to Purchase Common Stock	\$ 0.72	03/16/2011		M/K		10,000 <u>(1)</u>		03/31/2001	03/31/2011	Common Stock	10,000
Option to Purchase Common Stock	\$ 1	03/16/2011		M/K		10,000 <u>(2)</u>		06/30/2001	06/30/2011	Common Stock	10,000

## 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 03/18/2011

\_\_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) The sale of 1,884 shares of Common Stock held by the person is in connection with a stock swap whereby the reporting person disposed of 1,884 shares of Common Stock to the Company as consideration for the reporting person's exercise of stock options to purchase 10,000 shares of Common Stock and to cover the withholding taxes associated with the exercise of the 10,000 shares.

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The sale of 2,459 shares of Common Stock held by the person is in connection with a stock swap whereby the reporting person disposed  
(2) of 2,459 shares of Common Stock to the Company as consideration for the reporting person's exercise of stock options to purchase 10,000 shares of Common Stock and to cover the withholding taxes associated with the exercise of the 10,000 shares.

(3) Includes multiple option grants with different exercise prices and vesting dates.

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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