

WEINSTEIN MARK L  
Form 4  
February 02, 2010

**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  
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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)  
**01/29/2010**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/29/2010                              |                                                             | M/K                                     | Amount<br>(1) 150,000<br>A                                              | \$<br>0.72 416,176                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/29/2010                              |                                                             | F/K                                     | Amount<br>(1) 29,439<br>D                                               | \$<br>4.44 386,737                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/29/2010                              |                                                             | M/K                                     | Amount<br>(2) 10,000<br>A                                               | \$<br>0.66 396,737                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/29/2010                              |                                                             | F/K                                     | Amount<br>(2) 1,833<br>D                                                | \$<br>4.44 394,904                                                                                                 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D)            | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 0.72                                                            | 01/29/2010                              |                                                             | M/K                                  |                                                                                                           |                                                                | 150,000<br>(1) | 02/01/2000                                                          | 02/01/2010         | Common<br>Stock | 150,000                    |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 0.66                                                            | 01/29/2010                              |                                                             | M/K                                  |                                                                                                           |                                                                | 10,000<br>(2)  | 12/31/2000                                                          | 12/31/2010         | Common<br>Stock | 10,000                     |

## 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

02/02/2010

\_\_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).

- The sale of 29,439 shares of Common Stock held by the person is in connection with a stock swap whereby the reporting person disposed
- (1) of 29,439 shares of Common Stock to the Company as consideration for the reporting person's exercise of stock options to purchase 150,000 shares of Common Stock and to cover the withholding taxes associated with the exercise of the 150,000 shares.
  - (2) The sale of 1,833 shares of Common Stock held by the person is in connection with a stock swap whereby the reporting person disposed of 1,833 shares of Common Stock to the Company as consideration for the reporting person's exercise of stock options to purchase 10,000

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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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