

Benton Peter S
 Form 4
 February 14, 2012

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 *
 Benton Peter S

(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)
 02/10/2012

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, eClinical Division

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	02/11/2012		A		2,500 (1) \$ 5.57	A	18,373 D
Common Stock	02/11/2012		A		2,500 (2) \$ 5.57	A	20,873 D
Common Stock	02/11/2012		F		1,676 (3) \$ 5.57	D	19,197 D

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

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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.

Represents the February 10, 2012 grant of 60,000 restricted stock units, granted pursuant to the Company's 2010 Stock Incentive Plan.

- (5) One-sixteenth of the RSU Award will vest every three months beginning on May 11, 2012 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.

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.

- (6) One-sixteenth 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.

Represents the February 18, 2011 grant of 40,000 restricted stock units, granted pursuant to the Company's 2010 Stock Incentive Plan.

- (7) One-sixteenth of the RSU Award will vest every three months beginning on May 11, 2011 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.

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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