

Benton Peter S
 Form 4
 May 14, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Benton Peter S

2. Issuer Name and Ticker or Trading Symbol
 BIOCLINICA INC [BIOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BIOCLINICA, INC., 826
 NEWTOWN-YARDLEY ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 05/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President, eClinical Division

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

NEWTOWN, PA 18940

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Price (A) or (D)		
Common Stock	05/11/2012		A		2,500 (1) \$ 5.48	A	21,697 D
Common Stock	05/11/2012		A		2,500 (2) \$ 5.48	A	24,197 D
Common Stock	05/11/2012		A		3,750 (4) \$ 5.48	A	27,947 D
Common Stock	05/11/2012		F		2,933 (3) \$ 5.48	D	25,014 D

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

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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	05/11/2012		D	2,500	<u>(6)</u>	<u>(6)</u>	Common Stock	2,500
Restricted Stock Units	<u>(5)</u>	05/11/2012		D	2,500	<u>(7)</u>	<u>(7)</u>	Common Stock	2,500
Restricted Stock Units	<u>(5)</u>	05/11/2012		D	3,750	<u>(8)</u>	<u>(8)</u>	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benton Peter S C/O BIOCLINICA, INC. 826 NEWTOWN-YARDLEY ROAD NEWTOWN, PA 18940			President, eClinical Division	

Signatures

/s/ Maria T. Kraus as attorney-in-fact
05/14/2012

**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).

These shares are awarded to the reporting person pursuant to satisfying the vesting requirements of the Restricted Stock Unit Grant dated
(1) February 11, 2010. (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.)

These shares are awarded to the reporting person pursuant to satisfying the vesting requirements of the Restricted Stock Unit Grant dated
(2) February 18, 2011. (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.)

(3) These shares were withheld to cover the withholding taxes associated with the issuance of the shares to the reporting person.

These shares are awarded to the reporting person pursuant to satisfying the vesting requirements of the Restricted Stock Unit Grant dated
(4) February 10, 2012. (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.)

(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.

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-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.
(6)

Represents the February 18, 2011 grant of 40,000 restricted stock units, granted pursuant to the Company's 2010 Stock Incentive Plan. 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.
(7)

Represents the February 10, 2012 grant of 60,000 restricted stock units, granted pursuant to the Company's 2010 Stock Incentive Plan. 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.
(8)

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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