

BIOCLINICA INC

Form 4

March 14, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON GARRY D

(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)
03/12/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and CTO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	03/12/2013		U	Amount 114,972 ⁽¹⁾	(A) or (D) D Price \$ 7.25	0 ⁽¹⁾	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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
Employee Stock Option (Right to Buy)	\$ 3.44	03/13/2013		D		20,000		<u>(2)</u>	09/10/2020	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 4.68	03/13/2013		D		10,000		<u>(3)</u>	02/18/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON GARRY D C/O BIOCLINICA, INC. 826 NEWTOWN-YARDLEY ROAD NEWTOWN, PA 18940	EVP and CTO

Signatures

/s/ Maria T. Kraus as
attorney-in-fact

03/14/2013

__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) Of such amount, 105,000 shares automatically vested and were paid for in connection with the change in control that occurred upon the acceptance of shares pursuant to the tender offer (the "Offer") which was launched in connection with the Agreement and Plan of Merger dated January 29, 2013 by and among BioCore Holdings, Inc. BC Acquisition Corp. ("Purchaser") and BioClinica, Inc. On March 12, 2013, all shares which were tendered by the filing person in connection with the Offer were accepted by the Purchaser.

(2) This option, which provided for vesting in equal annual increments over 4 years beginning on September 10, 2011, was cancelled in connection with the merger transaction effected pursuant to the Agreement and Plan of Merger dated January 29, 2013 by and among BioCore Holdings, Inc. BC Acquisition Corp. and BioClinica, Inc. (the "Merger"), in exchange for a cash payment of \$76,200, representing the difference between the exercise price of the option and the market value of the underlying BIOC common stock on the effective date of the Merger (\$7.25).

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- This option, which provided for vesting in equal monthly increments over 4 years beginning on February 18, 2012, was cancelled in
- (3) connection with the Merger, in exchange for a cash payment of \$25,700, representing the difference between the exercise price of the option and the market value of the underlying BIOC common stock on the effective date of the Merger (\$7.25).

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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