PITLER DAVID

Form 4 February 22, 2011

FORM 4

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

OMB agas

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31,

2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person **
PITLER DAVID

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DIC

(Middle)

(Zip)

BIOCLINICA INC [BIOC]

(Check all applicable)

C/O BIOCLINICA, INC., 826

(Street)

(State)

(First)

Date of Earliest Transaction (Month/Day/Year)

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

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

4. If Amendment, Date Original

EVP & President BioImaging Svc 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/18/2011

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

NEWTOWN, PA 18940

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date 2A.

2A. Deemed 3. 4. Securities
Execution Date, if TransactionAcquired (A) or
any Code Disposed of (D)
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Owned (I) Following (Instr. 4)

(D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

7. Nature of

Indirect

(A) or Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price (Instr. 3 and

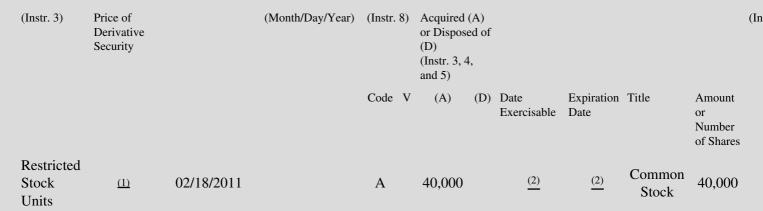
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. 1 Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** De Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Sec any

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PITLER DAVID

C/O BIOCLINICA, INC. 826 NEWTOWN-YARDLEY ROAD NEWTOWN, PA 18940 EVP &
President
BioImaging Svc

Relationships

Signatures

/s/ Maria Kraus as attorney-in-fact

02/22/2011

**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) 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 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 on May 11, 2011, and the remaining fifteen-sixteenths of the RSU Award will vest one-sixteenth every three

(2) months following May 11, 2011, such vesting conditioned upon the Reporting Person's continuation of service with the Company 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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