

WEINSTEIN MARK L
Form SC 13G/A
February 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 3) ***

Bio-Imaging Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.00025 par value

(Title of Class of Securities)

09056N103

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Mark L. Weinstein

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF **588,500**

SHARES **6** SHARED VOTING POWER

BENEFICIALLY

OWNED BY **N/A**

EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **588,500**

WITH **8** SHARED DISPOSITIVE POWER

N/A

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

588,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Item 1 (a). Name of Issuer:

The issuer of the securities to which this statement relates is Bio-Imaging Technologies, Inc., a Delaware corporation.

Item 1 (b). Address of Issuer's Principal Executive Offices:

The issuer's principal executive offices are located at 826 Newtown-Yardley Road, Newtown, Pennsylvania 18940-1721.

Item 2 (a). Name of Person Filing:

The filing person is Mark L. Weinstein.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

The principal business office for the filing person is Bio-Imaging Technologies, Inc., 826 Newtown-Yardley Road, Newtown, Pennsylvania 18940-1721.

Item 2 (c). Citizenship:

The citizenship is U.S.A.

Item 2 (d). Title of Class of Securities:

The title of the class of securities is common stock, \$0.00025 par value.

Item 2 (e). CUSIP Number:

The CUSIP number is 09056N103.

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

The filing categories pursuant to Rule 13d-1(b), or 13d-2(b) or (c) are not applicable to Mark L. Weinstein.

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Item 4. Ownership.

- (a) The number of shares beneficially owned by Mark L. Weinstein is 588,500, which includes 450,000 shares subject to options which are currently exercisable or exercisable within 60 days after December 31, 2004.
- (b) The percent of the class held by Mark L. Weinstein is 5.1%.
- (c)
 - (i) Mark L. Weinstein has sole power to vote or to direct the vote of 588,500 shares, assuming the exercise of his options which are currently exercisable or exercisable within 60 days after December 31, 2004.
 - (ii) The shared power to vote or to direct the vote of shares is not applicable.
 - (iii) Mark L. Weinstein has sole power to dispose or to direct the disposition of 588,500 shares, assuming the exercise of his options which are currently exercisable or exercisable within 60 days after December 31, 2004.
 - (iv) The shared power to dispose or to direct the disposition of shares is not applicable.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005

/s/ MARK L. WEINSTEIN

Mark L. Weinstein, Stockholder

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001.).

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