OLUKOTUN ADEOYE Y

Form 4 May 17, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 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)

(Print or Type Responses)

1. Name and Address of Reporting Person * **OLUKOTUN ADEOYE Y**

(First)

2. Issuer Name and Ticker or Trading Symbol

BIOCLINICA INC [BIOC]

3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012

Issuer

X_ Director

(Check all applicable)

10% Owner

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEWTOWN, PA 18940

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

3. Execution Date, if Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 Derivative Conversion

or Exercise

Security

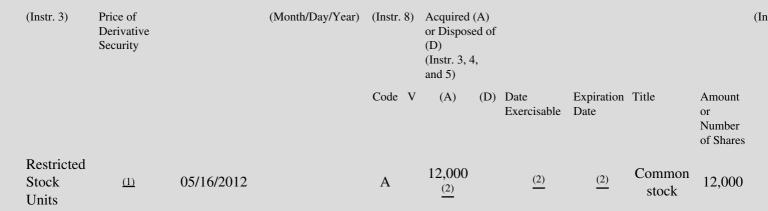
3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 Underlying Securities De (Instr. 3 and 4) Se

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

OLUKOTUN ADEOYE Y

C/O BIOCLINICA, INC.

826 NEWTOWN-YARDLEY ROAD

NEWTOWN, PA 18940

Signatures

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

05/17/2012

**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).
- (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 automatic grant of 12,000 restricted stock units, granted pursuant to the Company's 2010 Stock Incentive Plan upon election to the Board of Directors at the Annual Meeting of Stockholders on May 16, 2012, determined by using the closing price on May
- (2) 16, 2012. The restricted stock units shall vest as follows: 12,000 units shall vest in one-twelfth (1/12) increments monthly until May 16, 2013; provided, however, that the shares underlying the restricted stock units shall not be issued to the directors until the director's cessation of service on the Board of Directors.
- (3) Represents only those shares underlying the restricted stock units. The director may beneficially own BIOC securities not required to be recorded herein.

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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