Benton Peter S Form 4 March 14, 2013

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Benton Peter S Issuer Symbol BIOCLINICA INC [BIOC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O BIOCLINICA, INC., 826 03/12/2013 below) **NEWTOWN-YARDLEY ROAD** President, eClinical Division

2. Issuer Name and Ticker or Trading

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

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

5. Relationship of Reporting Person(s) to

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 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned (Instr. 8) (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 177,465 Common  $0^{(1)}$ 03/12/2013 U D D 7.25 Stock (1) (1)

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

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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. Transactio Code (Instr. 8)	orDerivat Securiti Acquire Dispose	ecurities (Month/Day/Year) cquired (A) or isposed of (D) nstr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 3.04	03/13/2013		D	4	40,000	(2)	02/26/2016	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 7.72	03/13/2013		D	1	00,000	(3)	09/30/2015	Common Stock	100,00

## **Reporting Owners**

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

### **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).
- Of such amount, 135,000 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.
- This option, which provided for vesting in equal monthly increments over 4 years beginning on February 26, 2010, 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 \$168,400, representing the difference between the everying price of the entire and the parket value of the underlying PIOC company steek on the
- 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).
- (3) This option, which provided for vesting in equal annual increments over 4 years beginning on September 30, 2009, was cancelled in connection with the Merger.

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