BIOCLINICA INC
Form 3
February 29, 2012

# FORM 3

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

OMB APPROVAL

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|---|---|
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## INITIAL STATEMENT OF 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

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEWTOWN,Â PAÂ 18940

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/22/2012

3. Issuer Name **and** Ticker or Trading Symbol
BIOCLINICA INC [BIOC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP and CTO

5. 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

## Table I - Non-Derivative Securities Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|

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

SEC 1473 (7-02)

**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 Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | | | | (Instr. 5) | |
| Option to purchase common stock | Â (1) | Â (1) | Common Stock | 30,000 (1) | $ (1) | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 60,000 | $ (3) | D | Â |

# Reporting Owners

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

# Signatures

| | |
|---|---|
| /s/ Maria T. Kraus as attorney-in-fact | 02/29/2012 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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)** Includes multiple option grants with different exercise prices and vesting dates.

**(2)** Represents the February 10, 2012 grant of 60,000 restricted stock units, granted pursuant to the Company's 2010 Stock Incentive Plan. One-sixteenth of the RSU Award will vest every three months beginning on May 11, 2012 and ending on February 11, 2016 upon Participant's continuation of service 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.

**(3)** Each restricted stock unit represents a contingent right to receive one share of common stock of BioClinica, Inc. (the "Company"), par value $0.00025

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**Remarks:**

Mr.Â JohnsonÂ wasÂ electedÂ asÂ anÂ ExecutiveÂ officerÂ ofÂ theÂ CompanyÂ onÂ FebruaryÂ 22,Â 2012.

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.