BERG JEFFREY H
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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERG JEFFREY H

(Last) (First) (Middle)

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

(Street)

NEWTOWN, PA 18940

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ 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 Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	03/12/2013		U		101,500 (1)	D	$ 7.25	0 (1)	D	

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

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 4.74	03/13/2013		D			21,250	(2)	05/28/2013	Common Stock	21,250
Employee Stock Option (Right to Buy)	$ 5.1	03/13/2013		D			15,000	(3)	05/10/2014	Common Stock	15,000
Employee Stock Option (Right to Buy)	$ 4	03/13/2013		D			10,000	(4)	05/11/2015	Common Stock	10,000
Employee Stock Option (Right to Buy)	$ 4.19	03/13/2013		D			10,000	(5)	05/10/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERG JEFFREY H C/O BIOCLINICA, INC. 826 NEWTOWN-YARDLEY ROAD NEWTOWN, PA 18940	X			

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).

(1) Of such amount, 3,000 shares automatically vested and 54,500 shares were issued to the filing person 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.

(2) This option, which provided for vesting 6250 immediately and then equal monthly increments over 12 months beginning on May 28, 2003, 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 $53,337.50, 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 monthly increments over 12 months beginning on June 10, 2004, was cancelled in connection with the Merger, in exchange for a cash payment of $32,250, 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).

(4) This option, which provided for vesting in equal monthly increments over 12 months beginning on June 11, 2005, was cancelled in connection with the Merger, in exchange for a cash payment of $32,500, 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).

(5) This option, which provided for vesting in equal monthly increments over 12 months beginning on June 10, 2006, was cancelled in connection with the Merger, in exchange for a cash payment of $30,600, 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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