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STAFFORD PAULA B
Form 5
February 14, 2003

FORM 5

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
[] Form 3 Holdings Reported
[] Form 4 Transactions Reported
- 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 of Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship to Issuer
Stafford Paula B.			Bio-Imaging Technologies, Inc. ("BITI") (NASDAQ OTC Bulletin Board and Boston Stock Exchange)		
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year
c/o Bio-Imaging Technologies, Inc. 826 Newtown-Yardley Road					
(Street)			Fiscal Year Ended December 31, 2002		
Newtown PA 18940-1721			5. If Amendment, Date of Original (Month/Year)		7. Individual (Check box) X For
(City)	(State)	(Zip)			For

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 & 5)	5. Amount of Securities Beneficially Owned (Instr. 3)
				Amount or Price (D)	

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[illegible]

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

*If the form is filed by more than one reporting person, see Instruction 4(b) (v)

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 control number.

(over)
SEC 2270 (9-02)

FORM 5 (continued)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITY)

1.Title of Deriv- ative Security (Instr.3)	2.Conver- sion or Exercise Price of Deriva- tive Security	3.Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4.Tran- section 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)	
					(A)	(D)	Date Exercis- able	Expir. Date
Options to Purchase Common Stock(1)	\$1.16	4/02/02		A	15,000		5/02/02	4/01/12
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9. Number of Derivative Securities	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial
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Beneficially	Security:	Ownership
Owned	Direct (D)	(Instr. 4)
at End	or	
of Year	Indirect (I)	
(Instr. 4)	(Instr. 4)	
-----	-----	-----
15,000	D	
-----	-----	-----
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Explanation of Responses:

- (1) Such options were granted on April 2, 2002 pursuant to the Company's 2002 Stock Incentive Plan. Such options vest as follows: 1/12th on the second day of each month, commencing on May 2, 2002.

/s/ Paula B. Stafford	2/7/03
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**Signature of Reporting Person	Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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