

NEIGHBORCARE INC

Form 4

July 28, 2005

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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OMNICARE INC

(Last) (First) (Middle)

1600 RIVERCENTER II, 100 EAST
RIVER CENTER BLVD

(Street)

COVINGTON, KY 41011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEIGHBORCARE INC [NCRX]

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.02 per share	07/28/2005		J ⁽¹⁾		0 ⁽¹⁾	A	\$ 34.75
					0 ⁽¹⁾	D	

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

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information contained in this form are not
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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. 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMNICARE INC 1600 RIVERCENTER II 100 EAST RIVER CENTER BLVD COVINGTON, KY 41011		X		

Signatures

/s/ Cheryl D. Hodges, Senior Vice President and Secretary

07/28/2005

__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) See General Remarks.

Remarks:

(1) On July 27, 2005, the previously announced offer to purchase (the "Offer") all of the issued and outstanding shares of common stock of NeighborCare, Inc. ("NeighborCare") for \$34.75 per Share in cash by Nectarine Acquisition Corporation ("Nectarine"), a wholly owned subsidiary of Omnicare, Inc. ("Omnicare"), expired. On July 28, 2005, pursuant to the Offer, Purchaser accepted the Offer for 97.2% of the issued and outstanding Shares, which constituted approximately 97.2% of the issued and outstanding Shares. On July 28, 2005, Purchaser was merged with and into NeighborCare, Inc. (the "Merger"), pursuant to which each outstanding Share (other than Shares held by Omnicare, Purchaser or any subsidiary of NeighborCare and Shares held by any shareholder who has perfected his appraisal rights) of Omnicare, Shares held by any subsidiary of NeighborCare and Shares held by any shareholder who has perfected his appraisal rights were converted into the same number of Shares of NeighborCare, Inc. (the "Conversion"). The Conversion was effected pursuant to Subchapter 15D and Section 1930 of the Pennsylvania Business Corporation Law of 1988, as amended) was converted into the same number of Shares of NeighborCare, Inc. (the "Conversion").

Share in cash and each outstanding Share held by Omnicare, Purchaser or any other subsidiary of Omnicare was cancelled and
respect thereto. Also, pursuant to the Merger, each issued and outstanding share of common stock of Purchaser, no par value p
converted into one share of common stock of the surviving corporation, par value \$0.02 per share. As a result of the Merger, N
direct wholly owned subsidiary of Omnicare, and Purchaser ceased to exist. NeighborCare has filed a Form 15 to terminate re
under the Securities Exchange Act of 1934.

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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