

NEIGHBORCARE INC
Form 4
July 28, 2005

FORM 4

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

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).

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

(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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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	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 company (the "Shares") of NeighborCare, Inc. ("NeighborCare") for \$34.75 per Share in cash by Nectarine Acquisition Corporation, a wholly owned subsidiary of Omnicare, Inc. ("Omnicare"), expired. On July 28, 2005, pursuant to the Offer, Purchaser accepted approximately 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 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 under Subchapter 15D and Section 1930 of the Pennsylvania Business Corporation Law of 1988, as amended) was converted into the

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
converted into one share of common stock of the surviving corporation, par value \$0.02 per share. As a result of the Merger,
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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