

NEIGHBORCARE INC

Form 4

August 01, 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FISH ROBERT H**

(Last) (First) (Middle)

**NEIGHBORCARE, INC., 601 EAST  
PRATT STREET**

(Street)

**BALTIMORE, MD 21202**

(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 ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
				(A) or (D) Code V Amount Price			
Common Stock	07/28/2005		D <sup>(1)</sup>	6,703	D \$ 34.75	0	D

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

**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.**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock (right to buy)	\$ 12.99	07/28/2005		D <sup>(2)</sup>		391,337		02/28/2003	02/28/2013	Common Stock	391,337
Common Stock (right to buy)	\$ 10.73	07/28/2005		D <sup>(2)</sup>		3,913		10/01/2002	10/01/2012	Common Stock	3,913
Common Stock (right to buy)	\$ 15.47	07/28/2005		D <sup>(2)</sup>		3,913		10/01/2003	10/01/2013	Common Stock	3,913

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FISH ROBERT H NEIGHBORCARE, INC. 601 EAST PRATT STREET BALTIMORE, MD 21202	X

## Signatures

/s/ John F. Gaither, Jr. on behalf of Robert H. Fish by power of attorney

08/01/2005

\_\_\_\_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) Pursuant to an Agreement and Plan of Merger, dated as of July 6, 2005 (the "Merger Agreement"), among NeighborCare, Inc. ("NeighborCare"), Omnicare, Inc. ("Omnicare") and Nectarine Acquisition Corp. ("Purchaser"), on July 28, 2005, Purchaser accepted for purchase all of the issued and outstanding shares of common stock, par value \$0.02 per share ("Shares") of NeighborCare tendered to it in connection with its previously announced tender offer (the "Offer") at a purchase price of \$34.75 per Share in cash. Also on July 28, 2005, pursuant to the Merger Agreement, Purchaser was merged with and into NeighborCare (the "Merger"), as a result of which all of the Reporting Person's Shares were converted into the right to receive \$34.75 per Share in cash.
- (2) Pursuant to the Merger Agreement, as a result of the Merger, all options to purchase NeighborCare common stock outstanding immediately prior to the Merger were cancelled and Omnicare became obligated to pay to each former holder of any such cancelled options a cash amount equal to the product of (i) the excess, if any, of the \$34.75 Merger Consideration over the exercise price per share

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and (ii) the number of shares of NeighborCare common stock covered by such holder's options, subject to applicable income and employment withholding taxes.

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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