

NEIGHBORCARE INC

Form 4

August 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SMITH ROBERT A

(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)
07/28/20054. 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)

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/28/2005		U ⁽¹⁾	19,305 D	\$ 34.75 0	D	
Common Stock	07/28/2005		D ⁽¹⁾	13,124 D	\$ 34.75 0	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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(9-02)

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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 Security (Instr. 3 and 4)
Common Stock (right to buy)	\$ 21.5	07/28/2005		D ⁽²⁾	87,500	07/28/2005 12/09/2013	Common Stock 87
Deferred Compensation Units	⁽³⁾	07/28/2005		D ⁽²⁾	6,467	⁽⁴⁾ ⁽⁴⁾	Common Stock 4,

Reporting Owners

Reporting Owner Name / Address	Relationships
SMITH ROBERT A NEIGHBORCARE, INC. 601 EAST PRATT STREET BALTIMORE, MD 21202	Director 10% Owner Officer Chief Operating Officer

Signatures

/s/ John F. Gaither, Jr. on behalf of Robert A. Smith 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).

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"), including 15,000 Shares of the Reporting Person's Shares, 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 remaining Shares were converted into the right to receive \$34.75 per Share in cash.

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

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- (3) The Reporting Person elected to contribute restricted stock into NeighborCare's deferred compensation plan and acquired deferred compensation units on a 1-for-1 basis for the restricted stock.
- (4) The deferred compensation units are currently exchangeable, and were not subject to expiration.

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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