

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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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 *
GERBINO PHILIP P

(Last) (First) (Middle)

UNIVERSITY OF THE SCIENCES
PHILADELPHIA, 609 S. 43RD ST

(Street)

PHILADELPHIA, PA 19104-4495

(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) | Price | | |
| | | | Code | V | Amount | (D) | |
| Common Stock | 07/28/2005 | | D ⁽¹⁾ | | 6,703 | D | |
| | | | | | \$ 34.75 | | |
| | | | | | 0 | | |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock (right to buy) | \$ 15.47 | 07/28/2005 | | D ⁽²⁾ | 3,913 | 07/28/2005 10/01/2013 | Common Stock | 3,913 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GERBINO PHILIP P UNIVERSITY OF THE SCIENCES PHILADELPHIA 609 S. 43RD ST PHILADELPHIA, PA 19104-4495 | X | | | |

Signatures

/s/ John F. Gaither, Jr. on behalf of Dr. Philip P. Gerbino 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 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. 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 number.