

Marsh Thomas R
Form 3
August 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Marsh Thomas R | | (Month/Day/Year) | NEIGHBORCARE INC [NCRX] | |
| (Last) | (First) | (Middle) | 07/28/2005 | |
| 1600 RIVERCENTER II,Â EAST RIVER CENTER BLVD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| COVINGTON,Â KYÂ 41011 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Treasurer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|--|---|
| No Securities Owned ⁽¹⁾ | 0 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marsh Thomas R 1600 RIVERCENTER II EAST RIVER CENTER BLVD COVINGTON, KY 41011 | X | A | A Treasurer | A |

Signatures

/s/ Thomas Marsh, 08/08/2005
Treasurer

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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.

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Remarks:

(1) On July 27, 2005, the previously announced offer to purchase (the "Offer") all of the issued and outstanding shares of common stock, par value \$0.02 per share ("Shares") of NeighborCare, Inc. ("NeighborCare") for \$34.75 per Share in cash by Nectarine Acquisition Corp. ("Purchaser"), a wholly owned subsidiary of Omnicare, Inc. ("Omnicare"), expired. On July 28, 2005, pursuant to the Offer, Purchaser accepted for payment 42,897,600 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 other subsidiary of Omnicare, Shares held by any subsidiary of NeighborCare and Shares held by any shareholder who has perfected his appraisal rights pursuant to Subchapter 15D and Section 1930 of the Pennsylvania Business Corporation Law of 1988, as amended) was converted into the right to receive \$34.75 per Share in cash and each outstanding Share held by Omnicare, Purchaser or any other subsidiary of Omnicare was cancelled and no payment made with

respect thereto. Also, pursuant to the Merger, each issued and outstanding share of common stock of the Purchaser, no par value per share, was converted into one share of common stock of the surviving corporation, par value \$0.02 per share. As a result of the Merger, NeighborCare became a direct wholly owned subsidiary of Omnicare, and Purchaser ceased to exist. NeighborCare has filed Form 15 to terminate registration of the Shares under the Securities Exchange Act of 1934.

The undersigned may be deemed to beneficially own the Shares owned by Omnicare by virtue of his position with Omnicare. The undersigned disclaims beneficial ownership of such Shares.

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.