

NEIGHBORCARE INC

Form 4

August 02, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DONDERO JAMES D

(Last) (First) (Middle)

**C/O NEIGHBORCARE, INC., 601
E. PRATT STREET**

(Street)

BALTIMORE, MD 21201

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/28/2005		U		5,040,548	D	\$ 34.75	0	I ⁽¹⁾
									See footnote ⁽¹⁾
Common Stock	07/28/2005		U		105,003	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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SEC 1474
(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.99	07/28/2005		U	39,134	10/01/2001 ⁽²⁾ 10/01/2011	Common Stock	39,134
Stock Option (right to buy)	\$ 10.73	07/28/2005		U	3,913	10/01/2002 ⁽²⁾ 10/01/2012	Common Stock	3,913
Stock Option (right to buy)	\$ 15.47	07/28/2005		U	3,913	10/01/2004 ⁽²⁾ 10/01/2014	Common Stock	3,913

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D C/O NEIGHBORCARE, INC. 601 E. PRATT STREET BALTIMORE, MD 21201	X	X		

Signatures

/s/ James D.
Dondero

08/02/2005

**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) Indirect beneficial ownership consists of shares of the Issuer's common stock held by a group consisting of Highland Capital Management, L.P. ("HCMLP"), Highland Crusader Offshore Partners, L.P., Highland Equity Focus Fund, L.P., Prospect Street High Income Portfolio, Inc., PCMG Trading Partners XIII, L.P. and Mr. Dondero. Strand Advisors, Inc. ("Strand") is the general partner of

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HCMLP. Mr. Dondero is the President of HCMLP and the President and a director of Strand. Mr. Dondero expressly disclaims beneficial ownership of the securities held by the other members of the group, except to the extent of his pecuniary interest therein.

- (2) Pursuant to the Agreement and Plan of Merger, dated July 6, 2005, by and among Omnicare, Inc., Nectarine Acquisition Corp. and NeighborCare, Inc., all outstanding stock options of the Reporting Person were cancelled.
- (3) Not applicable.

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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