

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1994-02-10**
SEC Accession No. **0000950152-94-000094**

([HTML Version](#) on secdatabase.com)

SUBJECT COMPANY

OMNICARE INC

CIK: **353230** | IRS No.: **311001351** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: **005-33074** | Film No.: **94506014**
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Business Address
255 EAST FIFTH ST
2800 CHEMED CENTER
CINCINNATI OH 45202
5137626666

FILED BY

FIFTH THIRD BANCORP

CIK: **35527** | IRS No.: **310854434** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **SC 13G**
SIC: **6022** State commercial banks

Business Address
38 FOUNTAIN SQ PLZ
CINCINNATI OH 45263
5135795300

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)*

Omnicare, Inc.

(Name of Issuer)

Common Shares, \$1.00 Par Value

(Title of Class of Securities)

681904108

(Cusip Number)

Check the following if a fee is being paid with this statement ____.
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

TERMINATING FILING

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<TABLE>

<S> CUSIP NO. 681904108 <C> <C> <C>
13G PAGE 2 OF 8 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fifth Third Bancorp
31-0854434

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) /x /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

5	SOLE VOTING POWER	8,800
6	SHARED VOTING POWER	30,064
7	SOLE DISPOSITIVE POWER	6,800
8	SHARED DISPOSITIVE POWER	392,782

Number of
Shares
Beneficially
Owned By
Each Reporting
Person With

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

431,646

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.63%

12 TYPE OF REPORTING PERSON*

HC

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<TABLE>

<S> CUSIP NO. 681904108 <C> 13G <C> PAGE 3 OF 8 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Fifth Third Bank
31-0854433

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /x /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

5	SOLE VOTING POWER	2,000
6	SHARED VOTING POWER	30,064
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	392,782

Number of
Shares
Beneficially
Owned By
Each Reporting
Person With

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

424,846

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW 9

4.56%

12 TYPE OF REPORTING PERSON*

BC

</TABLE>

*SEE INSTRUCTION BEFORE FILLING OUT!

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<TABLE>

<S>	CUSIP NO. 681904108	<C>	<C>	<C>
			13G	PAGE 4 OF 8 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Fifth Third Bank, Trustee for the Omnicare Stock
Ownership Plan
31-1051736

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) /x /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

5 SOLE VOTING POWER

0

Number of
Shares
Beneficially
Owned By
Each Reporting
Person With

6 SHARED VOTING
POWER

30,064

7 SOLE DISPOSITIVE
POWER

0

8 SHARED
DISPOSITIVE POWER

392,782

9 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

422,846

10 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW 9

4.54%

12 TYPE OF REPORTING PERSON*

EP

</TABLE>

*SEE INSTRUCTION BEFORE FILLING OUT!

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OMNICARE, INC.
681904108

ITEM 1 (A). NAME OF ISSUER:

Omnicare, Inc.

ITEM 1 (B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

2800 Chemed Center
255 E. Fifth Street
Cincinnati, Ohio 45202-4728

ITEM 2 (A)-(C) NAMES, ADDRESSES & CITIZENSHIP OF PERSONS FILING:

Fifth Third Bancorp
38 Fountain Square Plaza
Cincinnati, Ohio 45263

The Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

The Fifth Third Bank, Trustee for the
Omnicare Stock Ownership Plan
38 Fountain Square Plaza
Cincinnati, Ohio 45263

ITEM 2 (D). TITLE OF CLASS OF SECURITIES:

Common Shares, \$1.00 par value

ITEM 2 (E). CUSIP NUMBER:

681904108

ITEM 3 Fifth Third Bancorp is filing as a parent holding company in accordance with Section 240.13(d-1)(b)(ii)(G) of the Exchange Act Rules.

The Fifth Third Bank is filing as a bank in accordance with Section 240.13 (d-1)(b)(ii)(B) of the Exchange Act Rules.

The Omnicare Stock Ownership Plan, by its trustee, The Fifth Third Bank, is filing as an Employee Benefit Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) in accordance with Section 240.13(d-1)(b)(ii)(F) of the Exchange Act Rules.

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OMNICARE, INC.
681904108

ITEM 4. OWNERSHIP:

This report relates to aggregate holdings of 466,321 outstanding shares of the common stock of Omnicare, Inc. \$1.00 par value, 422,846 of which are held by The Fifth Third Bank as Trustee of the Omnicare Stock Ownership Plan, which is joining in this filing.

The following tabulation sets forth the shares with respect of which voting rights are held or shared and those shares to which there is the power of disposal.

(a) Amount Beneficially Owned:

Fifth Third Bancorp has neither voting power nor dispositive power with respect to 34,675 shares of Omnicare, Inc. stock. The remaining 431,646 shares of the outstanding stock may be deemed beneficially held. 422,846

shares are held by the Omnicare Stock Ownership Plan of which 30,064 shares have shared voting power and no dispositive power; 392,782 shares have no voting power and shared dispositive power and are deemed beneficially owned. Fifth Third Bancorp and Fifth Third Bank in other fiduciary relationships have 2,000 shares with full voting and no dispositive power, 6,800 shares with full voting and full dispositive power, all of which are deemed beneficially owned.

(b) Percentage of Class:

The Fifth Third Bank as Trustee to the Omnicare Stock Ownership Plan has 4.54% of the outstanding shares. The Fifth Third Bank in other fiduciary relationships has 0.02%. Aggregate beneficial ownership by The Fifth Third Bank and Fifth Third Bancorp is 4.63%.

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<TABLE>

OMNICARE, INC.
681904108

(c) Number of Shares as to which such Person has:

<CAPTION>

	Fifth Third Bank as Trustee for Omnicare Stock Ownership Plan -----	Fifth Third Bancorp & Fifth Third Bank in Other Fiduciary Holdings -----	Fifth Third Bancorp Total -----
<S>	<C>	<C>	<C>
(i) Sole Power to Vote or to Direct the Vote	0	8,800	8,800
(ii) Shared Power to Vote or to Direct the Vote	30,064	0	30,064
(iii) Sole Power to Dispose or to Direct the Disposition of	0	6,800	6,800
(iv) Shared Power to Dispose or to Direct the Disposition of	392,782	0	392,782

</TABLE>

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. X

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

This report is being filed by Fifth Third Bancorp as the parent holding company (HC), The Fifth Third Bank as one of its banking subsidiaries (BK), and The Fifth Third Bank as Trustee of the Omnicare Stock Ownership Plan (EP).

ITEMS 8-9 Not Applicable

ITEM 10. CERTIFICATION

By signing below, the undersigned certifies that, to the best of his knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

<TABLE>

<S>	<C>
February 7, 1994 ----- Date	February 7, 1994 ----- Date
THE FIFTH THIRD BANK	FIFTH THIRD BANCORP
By: JOHN B. SCHMITZ -----	By: MICHAEL K. KEATING -----
Name: John B. Schmitz -----	Name: Michael K. Keating -----
Title: Vice President and Trust Officer	Title: Secretary

February 7, 1994

Date

THE FIFTH THIRD BANK AS TRUSTEE
OF OMNICARE STOCK OWNERSHIP PLAN

By: JOHN B. SCHMITZ

Name: John B. Schmitz

Title: Vice President and Trust Officer

</TABLE>