

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Quarterly Report Under Section 13 or 15 (d)
of the Securities Exchange Act of 1934

For Quarter Ended June 30, 1998

Commission File Number 1-8351

CHEMED CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 31-0791746
(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

2600 Chemed Center, 255 E. Fifth Street, Cincinnati, Ohio 45202

(Address of principal executive offices) (Zip code)

(513) 762-6900
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all
reports required to be filed by Section 13 or 15(d) of the
Securities Exchange Act of 1934 during the preceding 12 months
(or for such shorter period that the registrant was required to
file such reports) and (2) has been subject to such filing
requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's
classes of common stock, as of the latest practicable date.

Class	Amount	Date
Capital Stock	9,958,394 Shares	July 31, 1998
\$1 Par Value		

Page 1 of 17

Item 5. Other Information

The Securities and Exchange commission has recently amended Rule 14a-4.
For shareholder proposals to be presented at annual shareholders' meetings
other than pursuant to Rule 14a-8 (i.e., which are not to be included in the
registrant's proxy statement), management may exercise discretionary voting
authority under proxies solicited by it for the meetings if it receives notice
of such proposals less than 45 days prior to the calendar date proxy materials
were mailed for the prior year's annual meeting.

As this new provision applies to the Company, if notice of a non-Rule
14a-8 shareholder proposal to be presented at the Company's 1999 Annual
Meeting of Shareholders is received by the Company after February 14, 1999,
the Company may exercise
discretionary voting authority under proxies solicited by it.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit No.	SK 601 Ref. No.	Description
-----	-----	-----
1	(11)	Statement re: Computation of Per Share Earnings
2	(27)	Financial Data Schedule

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Chemed Corporation

(Registrant)

Dated: August 12, 1998

By Naomi C. Dallob

Naomi C. Dallob

Vice President and Secretary

Page 14 of 17

Dated: August 12, 1998

By Arthur V. Tucker, Jr.

Arthur V. Tucker, Jr.

Vice President and
Controller (Principal
Accounting Officer)

