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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
TENDER OFFER STATEMENT
(Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934)
(Amendment No. 4)

ROTO-ROOTER, INC.
(Name of Subject Company)

CHEMED CORPORATION
(Bidder)

Common Stock, Par Value \$1.00 Per Share
(Title of Class of Securities)
778786103
(CUSIP Number of Classes of Securities)

Mr. Kevin J. McNamara
Chemed Corporation
2600 Chemed Center
255 East Fifth Street
Cincinnati, OH 45202
(513) 762-6841
(Name, Address and Telephone Number of Person(s) Authorized to
Receive Notices and Communications
on Behalf of Bidder)

Copy to:
Richard Hall, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

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Chemed Corporation hereby amends and supplements its Tender Offer Statement on Schedule 14D-1 (the "Statement") originally filed on August 14, 1996, as amended by Amendments Nos. 1-3, with respect to its offer to purchase any and all outstanding shares of Common Stock, par value \$1.00 per share, of Roto-Rooter, Inc., a Delaware corporation, at a price of \$41.00 net in cash per share, as set forth in this Amendment No. 4. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

Item 6. Interest in the Securities of the Subject Company.

Item 6 is hereby amended to add the following information:

On September 12, 1996, the Purchaser issued a press release, a copy of which is attached hereto as Exhibit (a)(10) and is incorporated herein by reference.

Item 11. Material to be filed as Exhibits.

(a)(10) Text of Press Release dated September 12, 1996,
issued by the Purchaser.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in Amendment No. 4 to the Statement is true, complete and correct.

Dated: September 12, 1996

CHEMED CORPORATION,

by /s/ Kevin J. McNamara

Name: Kevin J. McNamara
Title: President

EXHIBIT INDEX

Exhibit Number	Exhibit Name	Page Number
(a)(10)	Text of Press Release dated September 12, 1996, issued by the Purchaser	5

EXHIBIT (a)(10)

CONTACT: TIMOTHY S. O'TOOLE
(513) 762-6702

FOR IMMEDIATE RELEASE

CINCINNATI, September 12, 1996--Chemed Corporation (NYSE:CHE) announced today that its tender offer to acquire any and all of the outstanding stock of Roto-Rooter, Inc. (NASDAQ:ROTO) not held by Chemed, for a cash price of \$41.00 per share, expired at midnight on September 11, 1996. Approximately 2,100,000 Roto-Rooter shares were tendered, and all such shares have been accepted for payment by Chemed. Chemed now owns approximately 97% of Roto-Rooter.

Chemed Corporation, headquartered in Cincinnati, is a diversified public corporation with strategic positions in medical and dental supply manufacturing for the alternate-care and hospital markets, home healthcare services and hospice care; plumbing, drain cleaning, and appliance and air-conditioning repair and maintenance through the sale of service contracts; and sanitary maintenance products and services.

Roto-Rooter, Inc., headquartered in Cincinnati, is the largest provider of sewer and drain cleaning services in the United States.

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