

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>OTOOLE TIMOTHY S</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHEMED CORP [CHE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>executive vice president</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2600 CHEMED CENTER 255 EAST 5TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CINCINNATI OH 45202</u>								
(City) (State) (Zip)								

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			
capital stock	02/19/2015		F ⁽¹⁾		2,307	D	\$113.63	32,221	D	
capital stock	02/19/2015		M		8,334	A	\$63.36	40,555	D	
capital stock	02/19/2015		F ⁽²⁾		6,105	D	\$114.88	34,450	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
performance stock units	(3)	02/20/2015		A		884		(4)	(4)	capital stock	884	\$0.00	5,747	D	
performance stock units	(3)	02/20/2015		A		884		(5)	(5)	capital stock	884	\$0.00	6,631	D	
stock option(right to buy with tandem tax withholding)	\$63.36	02/19/2015		M		8,334		(6)	02/17/2022	capital stock	8,334	\$63.36	31,614	D	

Explanation of Responses:

- stock award tax obligation
- Payment of purchase price and tax obligation on stock option exercise.
- each performance stock unit represents a contingent right to receive one share of Chemed capital stock
- The restricted stock units vest based on the extent to which the Company achieves certain Earnings per Share performance targets over a performance period of January 1, 2015 through December 31, 2017 with the determination of such performance level to be made no later than March 15, 2018 and earned shares of Capital Stock to be delivered thereafter.
- The restricted stock units vest based on the extent to which the Company achieves certain Total Shareholder Return performance targets over a performance period of January 1, 2015 through December 31, 2017 with the determination of such performance level to be made no later than March 15, 2018 and earned shares of Capital Stock to be delivered thereafter.
- exercisable in 3 equal annual installments commencing 2/17/2013.

Remarks:

Timothy S. O'Toole 02/23/2015

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.