

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-3
RULE 13E-3 TRANSACTION STATEMENT
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)
(Amendment No. 2)

ROTO-ROOTER, INC.
(Name of Issuer)

CHEMED CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, par value \$1.00 per share
(Title of Class of Securities) 778786103
(CUSIP Number of Class of Securities)

Mr. Kevin J. McNamara
Chemed Corporation
2600 Chemed Center
255 East Fifth Street
Cincinnati, OH 45202

(Name, Address and Telephone Number of Person(s)
Authorized to Receive Notices and Communications
on Behalf of the Person(s) Filing Statement)

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

August 14, 1996
(Date Tender Offer First Published, Sent or Given to Security Holders)

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation material or an information statement subject to Regulation 14A [17 CFR 240.14a-1 to 240.14b-1], Regulation 14C [17 CFR 240.14c-1 to 240.14c-101] or Rule 13e-3(c) [240.13e.3(c)] under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Page 1 of 5 Pages

Chemed Corporation hereby amends and supplements its Rule 13E-3 Transaction Statement on Schedule 13E-3 (the "Statement") originally filed on August 14, 1996, as amended by Amendment No. 1, 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 (the "Offer

Price"), as set forth in this Amendment No. 2. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

The cross reference sheet below is being supplied pursuant to General Instruction F to Schedule 13E-3 and shows the location in the Schedule 14D-1 originally filed by Chemed Corporation with the Securities and Exchange Commission on August 14, 1996 (as amended, the "Schedule 14D-1") of the information required to be included in response to the items of this Statement. The information in the Schedule 14D-1, including all exhibits thereto, is hereby expressly incorporated herein by reference and the responses to each item to this Statement are qualified in their entirety by the provisions of the Schedule 14D-1. All cross references in this Statement, other than cross references to the Schedule 14D-1, are to the Offer to Purchase.

CROSS REFERENCE SHEET

The cross-reference to Item 17(d) in the Statement is hereby amended to read as follows:

Item in Schedule 13E-3 -----	Where located in Schedule 14D-1 -----
Item 17(d).	Item 11(a)(1)-(a)(8)

Item 1. Issuer and Class of Security Subject to the Transaction.

Item 1(d) of the Statement is hereby amended to read as follows:

(d) The information set forth in "The Tender Offer--Price Range of the Shares; Dividends" of the Offer to Purchase is incorporated herein by reference.

On August 20, 1996, the Board of Directors of Roto-Rooter, Inc. declared a quarterly cash dividend of \$0.20 per Share (the "Third Quarter Dividend"), payable on September 6, 1996, to holders of record on August 22, 1996 (the "Record Date"). Holders of record of the Shares on the Record Date will be entitled to receive the Third Quarter Dividend whether or not they tender their Shares pursuant to the Offer, and no adjustment will be made to the Offer Price or to any other terms of the Offer as a result of the declaration or payment of the Third Quarter Dividend to such stockholders.

Item 14. Financial Information.

Item 14(a) of the Statement is hereby amended to read as follows:

(a) The information set forth in "The Tender Offer--Certain Information Concerning the Company" of the Offer to Purchase and the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996 and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995 filed with the Securities and Exchange Commission is incorporated herein by reference. In addition, the information set forth in the Offer to Purchase under "The Tender Offer--Certain Information Concerning the Company" shall be amended so that footnote (a) to the table on page 28 of the Offer to Purchase entitled "Roto-Rooter, Inc. Selected Consolidated Financial Data" reads in its entirety as follows:

"(a) Includes nonrecurring expense of \$538,000 pretax (\$355,000 after tax or \$.07 per Share) of legal, investment banking and other expenses relating to the Purchaser's attempted acquisition of the outstanding Shares in 1995."

On August 20, 1996, the Board of Directors of Roto-Rooter, Inc. declared the Third Quarter Dividend, payable on September 6, 1996, to stockholders of record on the Record Date.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to the Statement is true, complete and correct.

Dated: August 22, 1996

CHEMED CORPORATION,

by /s/ Kevin J. McNamara

Name: Kevin J. McNamara
Title: President