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FORM 8-K  
CURRENT REPORT

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
September 17, 1996

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

Delaware	1-8351	31-0791746
(State of Incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification Number)

2600 Chemed Center, 255 East 5th Street, Cincinnati, Ohio 45202	
(address of principal executive offices)	(Zip Code)

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

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Item 5. Other Events

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Chemed Corporation ("Company") announced on September 17, 1996, that it completed a merger between a subsidiary and Roto-Rooter, Inc., concluding the Company's acquisition of the outstanding stock of Roto-Rooter, Inc. not held by the Company. All of such shares not previously purchased in the Company's tender offer were converted in the merger into the right to receive a cash price of \$41.00 per share.

Item 7. Financial Statements and Exhibits

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Exhibits.

SIGNATURES

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

CHEMED CORPORATION

DATED: September 17, 1996      By: Arthur V. Tucker, Jr.  
Arthur V. Tucker, Jr.  
Vice President &  
Controller

CHEMED COMPLETES ACQUISITION OF ROTO-ROOTER

CINCINNATI, September 17, 1996--Chemed Corporation (NYSE:CHE) announced today the completion of a merger between a newly formed Chemed subsidiary and Roto-Rooter Inc., thus concluding Chemed's acquisition of the outstanding stock of Roto-Rooter not held by Chemed. All shares of common stock of Roto-Rooter not previously purchased in Chemed's tender offer were converted in the merger into the right to receive the same \$41.00 per share cash price paid in the tender offer by Chemed. Prior to the merger, Chemed owned 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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