

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, 1995

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 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 \$1 Par Value	9,869,392 Shares	July 31, 1995

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CHEMED CORPORATION AND
SUBSIDIARY COMPANIES

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements
CHEMED CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEET
(in thousands except share and per share data)
UNAUDITED

	June 30, 1995	December 31, 1994*
	-----	-----
ASSETS		
Current assets		
Cash and cash equivalents	\$ 215	\$ 4,722
Marketable securities	24,872	19,517
Accounts receivable, less allowances of \$3,344 (1994 - \$2,974)	86,253	81,822
Current portion of note receivable	5,591	5,740
Inventories		
Raw materials	9,307	8,086
Finished goods and general merchandise	56,421	52,187
Statutory deposits	15,884	14,408
Other current assets	12,552	11,245
	-----	-----
Total current assets	211,095	197,727
Other investments	79,565	85,073
Note receivable	-	5,455
Properties and equipment, at cost less accumulated depreciation of \$44,557 (1994 - \$40,375)	77,042	77,116
Identifiable intangible assets less accumulated amortization of \$2,446 (1994 - \$1,928)	20,766	21,192
Goodwill less accumulated amortization of \$19,326 (1994 - \$17,346)	117,152	113,417
Other assets	6,953	5,503
	-----	-----
Total Assets	\$ 512,573	\$ 505,483
	=====	=====
LIABILITIES		
Current liabilities		
Accounts payable	\$ 33,929	\$ 31,386
Bank notes and loans payable	25,000	25,000
Current portion of long-term debt	6,728	6,391
Income taxes	15,405	17,233
Deferred contract revenue	23,976	22,630
Other current liabilities	39,079	40,026
	-----	-----
Total current liabilities	144,117	142,666
Deferred income taxes	8,152	7,606
Long-term debt	89,496	92,133
Other liabilities and deferred income	38,447	40,564
Minority interest	38,436	36,194
	-----	-----
Total Liabilities	318,648	319,163
	-----	-----
STOCKHOLDERS' EQUITY		
Capital stock-authorized 15,000,000 shares \$1 par; issued 12,420,000 (1994 - 12,369,212) shares	12,420	12,369
Paid-in capital	140,341	138,733
Retained earnings	125,666	123,993
Treasury stock - 2,550,608 (1994 - 2,504,641) shares, at cost	(72,775)	(71,230)
Unearned compensation - ESOPs	(35,926)	(38,486)
Unrealized appreciation on investments	24,199	20,941
	-----	-----
Total Stockholders' Equity	193,925	186,320
	-----	-----
Total Liabilities and Stockholders' Equity	\$ 512,573	\$ 505,483
	=====	=====

See accompanying notes to unaudited financial statements.

* Reclassified to conform to 1995 presentation.

CHEMED CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF INCOME
UNAUDITED
(in thousands except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1995	1994	1995	1994
Continuing Operations				
Sales	\$116,860	\$104,056	\$225,458	\$201,641
Service revenues	60,484	57,328	121,744	111,812
Total sales and service revenues	177,344	161,384	347,202	313,453
Cost of goods sold	80,836	71,405	155,443	138,525
Cost of services provided	37,206	35,809	75,365	69,847
Selling and marketing expenses	26,084	24,307	51,544	47,614
General and administrative expenses	22,408	20,555	44,479	39,835
Depreciation	2,959	2,729	5,824	5,383
Total costs and expenses	169,493	154,805	332,655	301,204
Income from operations	7,851	6,579	14,547	12,249
Interest expense	(2,119)	(2,167)	(4,222)	(4,214)
Other income, net	4,727	4,158	10,376	7,287
Income before income taxes, equity earnings and minority interest	10,459	8,570	20,701	15,322
Income taxes	(4,027)	(3,205)	(7,841)	(5,885)
Minority interest in earnings of subsidiaries	(1,127)	(939)	(2,170)	(1,772)
Income from continuing operations	5,305	4,426	10,690	7,665
Discontinued Operations	-	3,591	901	6,029
Net Income	\$ 5,305	\$ 8,017	\$ 11,591	\$ 13,694
Earnings Per Common Share				
Income from continuing operations	\$.54	\$.45	\$ 1.08	\$.78
Net income	\$.54	\$.81	\$ 1.17	\$ 1.39
Average Number of Shares Outstanding	9,869	9,847	9,866	9,836
Cash Dividends Paid Per Share	\$.51	\$.51	\$ 1.02	\$ 1.02

See accompanying notes to unaudited financial statements.

CHEMED CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF CASH FLOWS
UNAUDITED
(in thousands)

	Six Months Ended June 30,	
	1995	1994*
	-----	-----
Cash Flows From Operating Activities		
Net income	\$ 11,591	\$ 13,694
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,855	8,088
Gains on sale of investments	(6,630)	(4,226)
Minority interest in earnings of subsidiaries	2,170	1,772
Provision for deferred income taxes	(980)	(556)
Provision for uncollectible accounts receivable	910	804
Discontinued operations	(901)	(6,029)
Purchase of trading securities	-	(2,000)
Proceeds from sale of trading securities	-	1,041
Changes in operating assets and liabilities, excluding amounts acquired in business combinations:		
Increase in accounts receivable	(4,115)	(8,289)
Increase in inventories and other current assets	(4,516)	(1,652)
(Increase)/decrease in statutory deposits	(1,476)	742
Increase in accounts payable, deferred contract revenue and other current liabilities	3,187	2,596
Increase/(decrease) in income taxes	(2,071)	1,469
Other - net	(971)	(304)
Net cash provided by operating activities	5,053	7,150
	-----	-----
Cash Flows From Investing Activities		
Proceeds from sale of investments	13,982	7,142
Business combinations, net of cash acquired	(8,553)	(14,941)
Capital expenditures	(6,131)	(11,137)
Net proceeds from sale of discontinued operations	3,566	8,973
Purchase of marketable securities	(1,700)	(216)
Other - net	(181)	1,717
Net cash provided/(used) by investing activities	983	(8,462)
	-----	-----
Cash Flows From Financing Activities		
Dividends paid	(10,066)	(10,040)
Proceeds from issuance of long-term debt	-	10,000
Repayment of long-term debt	(79)	(3,553)
Other - net	(398)	687
Net cash used by financing activities	(10,543)	(2,906)
	-----	-----
Decrease In Cash And Cash Equivalents	(4,507)	(4,218)
Cash and cash equivalents at beginning of period	4,722	14,615
	-----	-----
Cash and cash equivalents at end of period	\$ 215	\$ 10,397
	=====	=====

See accompanying notes to unaudited financial statements.

* Reclassified to conform to 1995 presentation.

CHEMED CORPORATION AND SUBSIDIARY COMPANIES

Notes to Unaudited Financial Statements

1. The accompanying unaudited consolidated financial statements have been prepared in accordance with Rule 10-01 of SEC Regulation S-X. Consequently, they do not include all the disclosures required under generally accepted accounting principles for complete financial statements. However, in the opinion of the management of Chemed Corporation (the "Company"), the financial statements presented herein contain all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows of the Company and its consolidated subsidiaries ("Chemed"). For further information regarding Chemed's accounting policies, refer to the consolidated financial statements and notes included in Chemed's Annual Report on Form 10-K for the year ended December 31, 1994.
2. Earnings per common share are computed using the weighted average number of shares of capital stock outstanding and exclude the dilutive effect of outstanding stock options as it is not material.
3. Discontinued operations include the following (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	----- 1995	1994 -----	----- 1995	1994 -----
Adjustment to the tax provision on the sale of operations discontinued in 1991	\$ -	\$ 2,336	\$ 901	\$ 2,336
Gain on sale of Omnicare, Inc. ("Omnicare") stock, an equity investment discontinued in November 1994	-	569	-	2,386
Equity in earnings of Omnicare	-	686	-	1,307
Total discontinued operations	\$ -	\$ 3,591	\$ 901	\$ 6,029

4. During the second quarter of 1995, the Company's Veratex Group acquired the business and assets of the CSD Medical Division ("CSDM") of Central States Diversified Inc. for \$6,900,000 in cash plus contingent payments of up to \$750,000. CSDM is a manufacturer and distributor of disposable paper products marketed under the ProTexMor brand. The results of operations of CSDM are immaterial to the consolidated results of the Company.

The aggregate purchase price of CSDM and other purchase accounting business combinations completed during the first six months of 1995 was allocated on a preliminary basis as follows (in thousands):

Working capital	\$ 2,767
Goodwill	5,546
Other-net	343
Total Net Assets	8,656
Less-cash and cash equivalents acquired	(103)
Net cash used	\$ 8,553

5. In July 1995 the Company's Veratex Group completed the sale of the business and assets of its Veratex Retail division to Henry Schein Inc. ("HSI") for \$10 million in cash plus a \$4.1 million note receivable due March 31, 1996. An additional payment of up to \$2 million dollars, contingent upon the combined sales of Veratex Retail and HSI's retail group for the year ended July 7, 1996, may be due from HSI in 1996.

This divestiture will permit the Veratex Group to focus its efforts on its wholesale manufacturing and distribution operation, Tidi Products Inc. ("Tidi"). Additionally, the divestiture agreement stipulates that HSI will purchase annual minimum quantities of medical and dental supplies from Tidi for the next ten years.

The sale of Veratex Retail and resultant modest gain are not expected to have a material impact on Chemed's results for the year.

Item 2. Management's Discussion and Analysis
of Financial Condition and Results of Operations

Financial Condition

The decline in other investments from \$85,073,000 at December 31, 1994 to \$79,565,000 was attributable to the reclassification of a U.S. Treasury Note maturing in January 1996 (\$9,618,000) to current assets (marketable securities) partially offset by appreciation of the Company's other noncurrent marketable investments. During the second quarter approximately \$5,000,000 of marketable securities were sold to provide funding for the acquisition of Central States Diversified Medical Division by the Veratex Group.

The decline in the noncurrent note receivable from \$5,455,000 at December 31, 1994 to nil at June 30, 1995 is due to the reclassification of the last installment of the note (due April 1, 1996) to current assets.

At June 30, 1995 Chemed had approximately \$38,125,000 of unused lines of credit with various banks. Based on the Company's current financial position and its available credit lines, management believes its sources of capital and liquidity are satisfactory for the Company's needs in the foreseeable future.

Results of Operations

Sales and service revenues and operating profit from continuing operations by business segment follow (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	1995	1994	1995	1994
Sales and Service Revenues				
National Sanitary Supply	\$ 85,571	\$ 76,975	\$166,364	\$148,435
Roto-Rooter	43,271	41,900	86,998	83,436
Veratex	25,843	24,931	50,701	48,897
Patient Care	22,659	17,578	43,139	32,685
Total	\$177,344	\$161,384	\$347,202	\$313,453
Operating Profit				
National Sanitary Supply	\$ 2,876	\$ 2,437	\$ 4,859	\$ 3,924
Roto-Rooter	3,720	3,477	7,594	7,003
Veratex	1,454	1,764	2,905	3,385
Patient Care	1,202	541	2,058	1,037
Total	\$ 9,252	\$ 8,219	\$ 17,416	\$ 15,349

Data relating to (a) growth in sales and service revenues and (b) operating profit as a percent of sales and service revenues for each segment are set forth below:

	Sales and Service Revenues % Increase	Operating Profit as a % of Sales (Operating Profit)	
	1995 vs. 1994	1995	1994
Three Months Ended June 30,			
National Sanitary Supply	11%	3.4%	3.2%
Roto-Rooter	3	8.6	8.3
Veratex	4	5.6	7.1
Patient Care	29	5.3	3.1
Total	10	5.2	5.1
Six Months Ended June 30,			
National Sanitary Supply	12%	2.9%	2.6%
Roto-Rooter	4	8.7	8.4
Veratex	4	5.7	6.9
Patient Care	32	4.8	3.2
Total	11	5.0	4.9

Net sales of the National Sanitary Supply segment for the second quarter of 1995 totaled \$85,571,000, an increase of 11% over sales recorded during the second quarter of 1994. Most locations throughout the United States experienced sales volume increases resulting from enhanced sales and marketing efforts such as a full-line product catalog and focused promotional programs. Price increases also helped fuel sales growth during the second quarter. The operating margin of this segment improved from 3.2% during the second quarter of 1994 to 3.4% during the second quarter of 1995.

Sales and service revenues of the Roto-Rooter segment for the second quarter of 1995 totaled \$43,271,000, an increase of 3% over the \$41,900,000 of revenues recorded for the second quarter of 1994. For the second quarter of 1995, plumbing revenues, which account for approximately one-fifth of total revenues, and sewer and drain cleaning revenues, which account for approximately one-third, increased 16% and 12%, respectively, over amounts recorded in the comparable quarter of 1994. Revenues of Roto-Rooter's service contract business (Service America) for the second quarter of 1995, which account for approximately one-third of this segment's total revenue, declined 10% as compared with revenues recorded in the second quarter of 1994. This decrease was attributable to the sale of Service America's maintenance and management subsidiary effective March 31, 1995. The sale of this marginal business permits management to focus its efforts on the core appliance and air conditioning repair and maintenance business. The operating margin of the Roto-Rooter segment increased from 8.3% during the second quarter of 1994 to 8.6% during the second quarter of 1995 primarily as a result of cost management during the period.

Sales of the Veratex segment increased from \$24,931,000 during the second quarter of 1994 to \$25,843,000 during the second quarter of 1995, an increase of 4%. The operating margin of this segment, however, declined from 7.1% during the second quarter of 1994 to 5.6% during the comparable quarter of 1995. This decline is attributable to a decline in the gross margin of the retail business, as a result of growing price competition due to industry and market consolidation in the retail segment. On July 7, 1995, the retail division of the Veratex Group was sold to Henry Schein, Inc. This divestiture will permit the Veratex Group to focus on its wholesale manufacturing and distribution operation, Tidi Products, Inc.

Total revenues of the Patient Care segment increased from \$17,578,000 in the second quarter of 1994 to \$22,659,000 in the second quarter of 1995. This 29% revenue increase is attributable to the opening of several new branches in 1994 and the first part of 1995. As a result of the significant revenue growth, Patient Care was able to leverage its fixed costs and improve its operating margin from 3.1% during the second quarter of 1994 to 5.3% during the second quarter of 1995.

Income from operations increased from \$6,579,000 in the second quarter of 1994 to \$7,851,000 during the second quarter of 1995, primarily as a result of increases in operating profit reported by National Sanitary Supply, Roto-Rooter and Patient Care.

Other income for the second quarter of 1995 totalled \$4,727,000 as compared with \$4,158,000 for the second quarter of 1994. This increase was attributable to larger gains on sales of investments in the 1995 quarter coupled with increased interest income due to larger balances of cash, cash equivalents and marketable securities during 1995.

During the second quarter of 1995 the Company's effective income tax rate was 38.5% as compared with 37.4% during the comparable period of 1994. The higher rate in 1995 was attributable primarily to a higher effective state and local income tax rate.

Chemed's income from continuing operations increased from \$4,426,000 (\$.45 per share) during the second quarter of 1994 to \$5,305,000 (\$.54 per share) during the second quarter of 1995. Earnings for 1995 include aftertax gains aggregating \$1,858,000 (\$.19 per share) from the sale of various investments during the second quarter of 1995. During the second quarter of 1994 the Company recorded aftertax gains of \$1,692,000 (\$.17 per share) from the sale of a portion of its investments.

Net income for 1995's second quarter totalled \$5,305,000 (\$.54 per share) as compared with \$8,017,000 (\$.81 per share) for the second quarter of 1994. Discontinued operations in 1994 included an adjustment to the taxes provided on the sale of operations discontinued in 1991 (\$2,336,000) and income from Omnicare, an equity investment which was discontinued in November 1994.

The National Sanitary Supply segment recorded sales of \$166,364,000 during the first six months of 1995, an increase of 12% over amounts recorded over the comparable period of 1994. Sales increases were recorded in most areas of the country and were the result of both sales price and sales volume increases in 1995. National Sanitary's operating margin increased from 2.6% during the first six months of 1994 to 2.9% during the comparable period of 1995.

Sales and service revenues of the Roto-Rooter segment for the first six months of 1995 increased by 4% as compared with amounts recorded during the first six months of 1994. This modest sales growth was attributable to an 8% decline in the revenues of Roto-Rooter's service contract business (Service America) coupled with revenue increases of 12% and 13%, respectively, in Roto-Rooter's basic sewer, drain cleaning and plumbing repair business for the 1995 period. The decline in Service America's revenues during 1995 is attributable to the sale of the management and maintenance business during the first quarter of 1995. As a result of good cost management, this segment's operating margin increased from 8.4% during the first six months of 1994 to 8.7% during the first six months of 1995.

The Veratex segment recorded sales of \$50,701,000 during the first six months of 1995, an increase of 4% over sales during the first six months of 1994. As a result of declining gross profit margins of the recently sold retail division of this segment, the operating margin of Veratex declined from 6.9% in the first six months of 1994 to 5.7% during the first six months of 1995.

The Patient Care segment recorded sales of \$43,139,000 during the first six months of 1995, an increase of 32% over the \$32,685,000 recorded in the first six months of 1994. As a result, the operating profit margin of this segment improved from 3.2% during the first six months of 1994 to 4.8% during the first six months of 1995. As mentioned previously, the increased sales and improved operating margin of this segment were primarily a result of branch openings during the latter part of 1994 and first part of 1995.

Income from operations increased from \$12,249,000 in the first six months of 1994 to \$14,547,000 during the comparable period of 1995. This increase was attributable to increases in the operating profit reported by National Sanitary Supply, Roto-Rooter and Patient Care during the 1995 six-month period.

Other income for the first six months of 1995 totalled \$10,376,000 as compared with \$7,287,000 for the first six months of 1994. The increase during the 1995 period was primarily attributable to larger gains on the sales of investments during the 1995 period, coupled with increased interest income in 1995.

For the first six months the Company's effective income tax rate was 37.9% as compared with 38.4% during the comparable period of 1994.

Chemed's income from continuing operations increased from \$7,665,000 (\$.78 per share) during the first six months of 1994 to \$10,690,000 (\$1.08 per share) during the first six months of 1995. Earnings for the six-month periods included aftertax gains from sales of the Company's investments of \$4,321,000, or \$.43 per share, and \$2,563,000, or \$.26 per share, in 1995 and 1994, respectively.

Net income for the first six months of 1995 totalled \$11,591,000 (\$1.17 per share) as compared with \$13,694,000 (\$1.39 per share) for the first six months of 1994. Net income for the first six months of 1995 and 1994 include favorable adjustments relative to discontinued operations amounting to \$901,000 and \$2,336,000, respectively. In addition, income from discontinued operations for the 1994 period included equity earnings from Omnicare Inc. and gains on the sale of Omnicare stock.

PART II -- OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

- (a) Chemed held its Annual Meeting of Shareholders on May 15, 1995.
- (b) The names of each director elected at this Annual Meeting are as follows:

Edward L. Hutton	James A. Cunningham
James H. Devlin	Charles H. Erhart, Jr.
Joel F. Gemunder	William R. Griffin
Thomas C. Hutton	W. L. Krebs
Sandra E. Laney	Kevin J. McNamara
John M. Mount	Timothy S. O'Toole
D. Walter Robbins, Jr.	Paul C. Voet

- (c) The stockholders then ratified the Board of Directors' selection of Price Waterhouse LLP as independent accountants for the Company and its consolidated subsidiaries for the year 1995: 8,561,065 votes were cast in favor of the proposal, 64,071 votes were cast against it, and 62,813 votes abstained.

The stockholders then adopted a resolution ratifying the approval and adoption of the 1995 Stock Incentive Plan by the Board of Directors: 6,279,365 votes were cast in favor of the resolution, 604,626 votes were cast against it, 201,086 votes abstained and 39,480 were broker non-votes.

With respect to the election of directors, the number of votes cast for each nominee was as follows:

	Votes For -----	Votes Against -----	Votes Withheld -----
E.L. Hutton	8,536,835	151,114	91,580
J.A. Cunningham	8,591,696	96,253	36,719
J.H. Devlin	8,559,396	88,553	29,019
C.H. Erhart, Jr.	8,497,617	190,332	130,798
J.F. Gemunder	8,593,869	94,080	34,546
W.R. Griffin	8,600,123	87,826	28,292
T.C. Hutton	8,593,777	94,172	34,638
W.C. Krebs	8,601,592	86,357	26,823
S.E. Laney	8,593,482	94,467	34,933
K.J. McNamara	8,598,771	89,178	29,644
J.M. Mount	8,596,633	91,316	31,782
T.S. O'Toole	8,598,876	89,073	29,539
D.W. Robbins, Jr.	8,475,458	212,491	152,957
P.C. Voet	8,594,386	93,563	34,029

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit No.	SK 601 Ref. No.	Description	Page No.
1	(11)	Statement re: Computation of Per Share Earnings	E-1 - E-2
2	(27)	Financial Data Schedule	E-3

(b) Reports on Form 8-K - None.

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 11, 1995

By Naomi C. Dallob

Naomi C. Dallob
Vice President and Secretary

Dated: August 11, 1995

By Arthur V. Tucker

Arthur V. Tucker
Vice President and
Controller (Principal
Accounting Officer)

CHEMED CORPORATION AND SUBSIDIARY COMPANIES
COMPUTATION OF PER SHARE EARNINGS
(in thousands except per share data)

	Income from Continuing Operations			
	Three Months Ended June 30,		Six Months Ended June 30,	
	1995	1994	1995	1994

Computation of Earnings Per Common and Common Equivalent Share (a):	-----			
Reported Income	\$ 5,305	\$ 4,426	\$10,690	\$ 7,665
	=====	=====	=====	=====
Average number of shares used to compute earnings per common share	9,869	9,847	9,866	9,836
Effect of unexercised stock options	42	64	38	62
	-----	-----	-----	-----
Average number of shares used to compute earnings per common and common equivalent share	9,911	9,911	9,904	9,898
	=====	=====	=====	=====
Earnings per common and common equivalent share	\$ 0.54	\$ 0.45	\$ 1.08	\$ 0.77
	=====	=====	=====	=====

Computation of Earnings Per Common Share Assuming Full Dilution (a):	-----			
Reported Income	\$ 5,305	\$ 4,426	\$10,690	\$ 7,665
	=====	=====	=====	=====
Average number of shares used to compute earnings per common share	9,869	9,847	9,866	9,836
Effect of unexercised stock options	68	78	68	78
	-----	-----	-----	-----
Average number of shares used to compute earnings per common share assuming full dilution	9,937	9,925	9,934	9,914
	=====	=====	=====	=====
Earnings per common share assuming full dilution	\$ 0.53	\$ 0.45	\$ 1.08	\$ 0.77
	=====	=====	=====	=====

(a) This calculation is submitted in accordance with Regulation S-K Item 601 (11) although it is not required by APB Opinion No. 15 because it results in dilution of less than 3%.

CHEMED CORPORATION AND SUBSIDIARY COMPANIES
COMPUTATION OF PER SHARE EARNINGS
(in thousands except per share data)

Net Income	
Three Months Ended June 30,	Six Months Ended June 30,

	1995	1994	1995	1994

Computation of Earnings Per Common and Common Equivalent Share (a):				

Reported Income	\$ 5,305	\$ 8,017	\$11,591	\$13,694
	=====	=====	=====	=====
Average number of shares used to compute earnings per common share	9,869	9,847	9,866	9,836
Effect of unexercised stock options	42	64	38	62

Average number of shares used to compute earnings per common and common equivalent share	9,911	9,911	9,904	9,898
	=====	=====	=====	=====
Earnings per common and common equivalent share	\$ 0.54	\$ 0.81	\$ 1.17	\$ 1.38
	=====	=====	=====	=====

Computation of Earnings Per Common Share Assuming Full Dilution (a):				

Reported Income	\$ 5,305	\$ 8,017	\$11,591	\$13,694
	=====	=====	=====	=====
Average number of shares used to compute earnings per common share	9,869	9,847	9,866	9,836
Effect of unexercised stock options	68	78	68	78

Average number of shares used to compute earnings per common share assuming full dilution	9,937	9,925	9,934	9,914
	=====	=====	=====	=====
Earnings per common share assuming full dilution	\$ 0.53	\$ 0.81	\$ 1.17	\$ 1.38
	=====	=====	=====	=====

(a) This calculation is submitted in accordance with Regulation S-K Item 601 (11) although it is not required by APB Opinion No. 15 because it results in dilution of less than 3%.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 1995 FOR CHEMED CORPORATION AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

0000019584
CHEMED CORPORATION
1,000

6-MOS		
	DEC-31-1995	
	JAN-01-1995	
	JUN-30-1995	215
		24,872
		89,597
		(3,344)
		65,728
	211,095	
		121,599
	(44,557)	
	512,573	
144,117		
		89,496
		12,420
	0	
		0
		181,505
512,573		
		225,458
	347,202	
		155,443
		230,808
		0
		910
	4,222	
	20,701	
		7,841
10,690		
	901	
	0	
		0
		11,591
		1.17
		1.17