

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):
August 8, 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, OH 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

Chemed Corporation ("Company") announced on August 8, 1996, that it intends to commence a tender offer to acquire any and all of the outstanding shares of common stock of Roto-Rooter, Inc. (a 58% - owned subsidiary of the Company) currently not held by the Company (approximately 2,160,000 shares), for a cash price of \$41.00 per share. The offer is expected to commence by Wednesday, August 14, 1996. The offer will not be conditioned upon any minimum number of shares being tendered.

Item 7. Financial Statements and Exhibits

(c) Exhibits.

(99) Press release dated
August 8, 1996.

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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: August 8, 1996

BY: Arthur V. Tucker, Jr.

Arthur V. Tucker, Jr.,
Vice President & Controller

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

FOR IMMEDIATE RELEASE

CINCINNATI, August 8, 1996--Chemed Corporation (NYSE:CHE) announced today that it intends to commence a tender offer to acquire any and all of the outstanding shares of common stock of Roto-Rooter, Inc. (NASDAQ:ROTO) currently not held by Chemed (approximately 2,160,000 shares, representing approximately 42 percent of the outstanding shares), for a cash price of \$41.00 per share. The offer is expected to commence by Wednesday, August 14, 1996. The offer will not be conditioned upon any minimum number of shares being tendered.

Edward L. Hutton, Chairman of Chemed, stated: "The Chemed board of directors believes that this offer is fair to Roto-Rooter's stockholders and represents an opportunity for Roto-Rooter stockholders to realize significant value for their shares. In connection with the offer, CS First Boston has given Chemed's board an opinion as to the fairness from a financial point of view of the offer to Roto-Rooter stockholders."

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 health care services and hospice care; plumbing, drain cleaning, and appliance and air conditioning

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EXHIBIT 99
(continued)

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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