

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

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

Date of Report (date of earliest event reported):  
May 15, 2006

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

Delaware (State or other jurisdiction of incorporation)	1-8351 (Commission File Number)	31-0791746 (I.R.S. Employer Identification Number)
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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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 230.425)
- Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 230.425)
- Pre-commencement communications pursuant to Rule 13e-4 (c) under Exchange Act (17 CFR 230.425)

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Item 1.01 Entry Into A Material Definitive Agreement

On May 15, 2006 the Board Of Directors of Chemed Corporation ("Board") reviewed compensation for the Board's non-employee directors. The Board increased the annual retainer fee for Board members from \$18,000 to \$20,000 and increased the annual unrestricted awards of Chemed capital stock to non-employee directors from 400 to 1,000 shares, paid on May 15, 2006. Employee directors continue to receive an annual award of 400 shares. Directors may elect deferral of the cash equivalent of the 1,000 shares.

The Board made no other changes to the annual retainer and meeting fee schedules for non-employee directors. These schedules as so revised are shown below.

Annual Retainer Schedule

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Retainer for each director	\$ 20,000
Committee retainer	
Audit Committee Chair	\$ 20,000
Audit Committee member	\$ 10,000
Compensation/Incentive Committee Chair	\$ 5,250
Compensation/Incentive Committee member	\$ 3,500

## Meeting Fee Schedule

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Board Meeting	\$ 3,000
Executive Committee meeting	\$ 1,000
Audit and Compensation/Incentive Committee meeting	\$ 1,000
Audit and Compensation/Incentive Committee meeting held on the same day as Board meeting	\$ 500

Non-employee directors continue to be eligible to participate in a deferred compensation plan, and to receive the other director benefits described in our proxy statement for the 2006 annual meeting of shareholders that was held on May 15, 2006.

On May 15, 2006 the Chemed Corporation's shareholders approved adoption of the 2006 Stock Incentive Plan, under which options to purchase capital stock and awards of such stock may be made to executive officers and directors. The plan is described in the Company's Proxy Statement for the Annual Meeting of Shareholders held May 15, 2006.

## Item 8.01 Other Events

The Registrant announced May 15, 2006 that, effective May 15, 2006 it has increased the number of authorized shares from 40 million to 80 million. The Registrant's press release, dated May 15, 2006 and its amendment are attached as exhibits to this report.

Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

c) Exhibits

- ( 3.1) Certificate of Amendment to Certificate of Incorporation.
- (99.1) Registrant's press release dated May 16, 2006.

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: May 16, 2006  
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By: /s/ Arthur V. Tucker, Jr.  
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Arthur V. Tucker, Jr.  
Vice President and Controller

Certificate of Amendment of  
Certificate of Incorporation of  
Chemed Corporation

Chemed Corporation, a corporation organized and existing under and by  
virtue of the General Corporation Law of the State of Delaware,

Does hereby certify:

First: that at a meeting of the Board of Directors of March 10, 2006,  
resolutions were duly adopted setting forth a proposed amendment to the  
Certificate of Incorporation of said corporation, declaring said  
amendment to be advisable and calling a meeting of the stockholders of  
said corporation for consideration thereof. The resolution setting  
forth the proposed amendment is as follows:

"RESOLVED: that the Certificate of Incorporation, as amended, of the  
Corporation be amended by striking Article IV thereof in its entirety  
and substituting in lieu thereof the following Article IV:

Article IV. The total number of shares of stock which the  
Corporation shall have authority to issue is Eighty Million  
(80,000,000) of which Eighty Million (80,000,000) shares shall  
be Capital Stock with a par value of One Dollar (\$1.00) per  
share amounting in the aggregate to Eighty Million Dollars  
(\$80,000,000.00)."

Second: that thereafter, pursuant to resolution of its Board of  
Directors, an annual meeting of said Corporation was duly called and  
held on May 15, 2006 upon notice in accordance with Section 222 of the  
General Corporation Law of the State of Delaware at which meeting the  
necessary number of shares as required by statute were voted in favor  
of the amendment.

Third: that said amendment was duly adopted in accordance with the  
provisions of Section 242 of the General Corporation Law of the State  
of Delaware.

IN WITNESS WHEREOF, said Chemed Corporation has caused this Certificate  
to be signed by its President and Chief Executive Officer and attested to by its  
Secretary this 15th day of May, 2006.

CHEMED CORPORATION

By: /s/ Kevin J. McNamara  
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Kevin J. McNamara, President and  
Chief Executive Officer

[SEAL]

Attest:

By: /s/ Naomi C. Dallob  
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Naomi C. Dallob, Secretary

Chemed Corporation Holds Annual Stockholders' Meeting;  
Board Declares Quarterly Dividend

CINCINNATI--(BUSINESS WIRE)--May 15, 2006--Stockholders of Chemed Corporation (NYSE:CHE) today elected a slate of 13 directors at the company's 2006 annual stockholders' meeting. Each of the directors continues from the prior term.

Shareholders also adopted the company's 2006 Stock Incentive Plan, increased the number of authorized shares of Capital Stock from 40,000,000 to 80,000,000 shares, and ratified the continuation of PricewaterhouseCoopers LLP as the company's independent accountants for 2006.

Dividend Declared

Following the stockholders' meeting, Chemed's Board of Directors declared a quarterly cash dividend of 6 cents per share on the company's capital stock, payable on June 9, 2006, to stockholders of record May 27, 2006. This represents the 140th consecutive quarterly dividend paid to shareholders in Chemed's 35 years as a public company.

Listed on the New York Stock Exchange and headquartered in Cincinnati, Ohio, Chemed Corporation ([www.chemed.com](http://www.chemed.com)) operates two wholly owned subsidiaries: VITAS Healthcare and Roto-Rooter. VITAS is the nation's largest provider of end-of-life hospice care, and Roto-Rooter is the nation's leading provider of plumbing and drain cleaning services.

Statements in this press release or in other Chemed communications may relate to future events or Chemed's future performance. Such statements are forward-looking statements and are based on present information Chemed has related to its existing business circumstances. Investors are cautioned that such forward-looking statements are subject to inherent risk and that actual results may differ materially from such forward-looking statements. Further, investors are cautioned that Chemed does not assume any obligation to update forward-looking statements based on unanticipated events or changed expectations.

CONTACT: Chemed Corporation  
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