

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
TENDER OFFER STATEMENT
(Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934)
(Amendment No. 5*)

ROTO-ROOTER, INC.
(Name of Subject Company)

CHEMED CORPORATION
(Bidder)

Common Stock, Par Value \$1.00 Per Share
(Title of Class of Securities)
778786103
(CUSIP Number of Classes of Securities)

Mr. Kevin J. McNamara
Chemed Corporation
2600 Chemed Center
255 East Fifth Street
Cincinnati, OH 45202
(513) 762-6841
(Name, Address and Telephone Number of Person(s) Authorized to
Receive Notices and Communications on Behalf of Bidder)

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

*Constituting the final amendment to Schedule 14D-1.

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Chemed Corporation hereby amends and supplements its Tender Offer Statement on Schedule 14D-1 (the "Statement") originally filed on August 14, 1996, as amended by Amendments Nos. 1-4, 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, as set forth in this Amendment No. 5, which constitutes the final amendment. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

Item 6. Interest in Securities of the Subject Company.

Item 6 of the Statement is hereby amended to add the following information:

On September 12, 1996, the Purchaser accepted for payment

a total of 2,096,996 Shares.

Item 10. Additional Information.

Item 10(f) of the Statement is hereby amended to add the following information:

The Offer terminated at 12:00 midnight, New York City time, on Wednesday, September 11, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in Amendment No. 5 to the Statement is true, complete and correct.

Dated: September 17, 1996

CHEMED CORPORATION,

by /s/ Kevin J. McNamara
Name: Kevin J. McNamara
Title: President