

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):
February 18, 2005

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)

2600 Chemed Center, 255 East 5th Street, Cincinnati, OH
(Address of principal executive offices)

45202
(Zip Code)

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

Item 1.02 Termination of a Material Definitive Agreement.

The Registrant announced February 18, 2005 that on February 18, 2005 it redeemed the entire \$110 million aggregate principal amount of its Floating Rate Senior Secured Notes ("Notes") due 2010 pursuant to the terms of its indenture dated February 24, 2004. Under the terms of the indenture, the Registrant paid a prepayment penalty of \$1.1 million. In addition, the Company will write off in the first quarter of 2005 approximately \$2.3 million of unamortized deferred debt issuance costs, incurred in connection with the issuance of the Notes in 2004.

The Registrant's press release, dated May 18, 2004, is attached as an exhibit to this report.

Item 9.01 Financial Statements and Exhibits.

- c) Exhibits
(99.1) Registrant's press release dated February 18, 2005.

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: February 23, 2005

By: /s/ Arthur V. Tucker, Jr.

Arthur V. Tucker, Jr.
Vice President and Controller

NEWS RELEASE

CHEMED CORPORATION

o 2600 CHEMED CENTER o 255 E 5TH ST o CINCINNATI, OH 45202-4726

CONTACT: David P. Williams
513-762-6901

FOR IMMEDIATE RELEASE

Chemed Corporation Redeems All
Floating Rate Senior Secured Notes Due 2010

CINCINNATI, February 18, 2005--Chemed Corporation ("Chemed") (NYSE:CHE) today announced it has redeemed the entire \$110 million aggregate principal amount of its Floating Rate Senior Secured Notes due 2010 pursuant to the terms of its indenture dated February 24, 2004.

Listed on the New York Stock Exchange and headquartered in Cincinnati, Ohio, Chemed Corporation (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 that actual results may differ materially from such forward-looking statements. Further, investors are cautioned that Chemed does not assume any obligation to updated forward-looking statements based on unanticipated events or changed expectations.

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