

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: November 30, 2001
(date of earliest event reported)

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 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

On November 30, 2001, Chemed Corporation ("Company") announced that its Board of Directors approved a restructuring plan that will result in an aftertax charge in the fourth quarter of approximately \$15 to \$18 million. Elements of the restructuring plan include reducing corporate headquarters and other personnel; exiting underperforming heating, ventilating, and air-conditioning (HVAC) businesses and non-Roto-Rooter-branded plumbing operations; restructuring the Company's long-term debt arrangements and writing down nonperforming assets and intangibles.

ITEM 7. EXHIBIT

(C) Exhibit,
99.1 Press release dated November 30, 2001.

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: December 3, 2001

BY: Arthur V. Tucker, Jr.

Arthur V. Tucker, Jr.
Vice President and Controller

CONTACT: Timothy S. O'Toole
Chemed Corporation

FOR IMMEDIATE RELEASE

Chemed Announces Restructuring Plans;
to Take \$15 Million to \$18 Million Charge in Fourth Quarter

CINCINNATI, November 30, 2001--Chemed Corporation (NYSE:CHE) (OTCBB:CHEQP) today announced that its Board of Directors has approved a restructuring plan that will result in an aftertax charge in the fourth quarter of approximately \$15 million to \$18 million. Significantly, a majority of the charges are noncash charges, and substantial savings are expected as a result of the restructuring initiatives.

- Among the major elements of the restructuring plan are the following:
- . Chemed will reduce corporate headquarters personnel, as well as reduce its Board of Directors by two inside directors.
 - . Chemed's flagship Roto-Rooter subsidiary will exit various underperforming heating, ventilating, and air-conditioning (HVAC) businesses and non-Roto-Rooter-branded plumbing operations. Divestment of these operations will enable management to focus on the core Roto-Rooter plumbing and drain-cleaning businesses, which it expects to expand through franchise acquisitions.

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- . Chemed's Service America major-appliance and HVAC service subsidiary and Patient Care home-healthcare subsidiary will reduce personnel and write down certain nonperforming assets and intangibles.
- . Chemed's long-term debt will be restructured in order to take advantage of current attractive interest rates.

Chemed will provide more details about these restructuring initiatives with its 2001 year-end results to be reported in February 2002.

Chemed Corporation (www.chemed.com), headquartered in Cincinnati, is a New York Stock Exchange-listed corporation with strategic positions in plumbing and drain cleaning; residential appliance and air-conditioning repair; and home healthcare 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 update forward-looking statements based on unanticipated events or changed expectations.

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