FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  MCNAMARA KEVIN J					2. Issuer Name and Ticker or Trading Symbol CHEMED CORP [ CHE ]								(Che	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner				
(Last) (First) (Middle) 2600 CHEMED CENTER 255 EAST 5TH STREET					3. Date of Earliest Transaction (Month/Day/Year) 02/18/2011								Officer below)	(give title presiden	t and	Other (s below)	1	
(Street) CINCINN (City)	ATI OF		.5202 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	dividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				1
		Tab	le I - Noi	n-Deri\	/ative	Sec	urities	Acq	uired,	Dis	posed of,	or Be	neficiall	y Owned				
Date				Execution Day/Year) if any		2A. Deemed Execution Date, if any (Month/Day/Year)				s Acquired (A) or f (D) (Instr. 3, 4 an		Beneficia Owned F	s ally ollowing	Form (D) or	orm: Direct	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) o	Price	Reported Transact (Instr. 3 a	ion(s)			(Instr. 4)
capital stock 02/				02/18	3/2011		A <sup>(1)</sup>		9,207	A	\$65.1	7 204	204,901		D			
capital stock 02/18				/2011		A <sup>(2)</sup>		8,700	A	\$65.1	7 213,601			D				
		Т									osed of, o			Owned			,	*
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Ye	Date,	Code (Ins				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares		Transacti (Instr. 4)	ion(s)		
stock option(right to buy with tandem tax withholding)	\$65.17	02/18/2011			A <sup>(3)</sup>		100,000		02/18/2	2012	02/18/2021	capital stock	100,000	\$65.17	680,60	00	D	

## Explanation of Responses:

- 1. award of restricted stock vesting in full 2/18/2015.
- 2. award of LTIP restricted stock vesting in full 2/18/2015.
- 3. exercisable in 3 equal annual installments commencing 2/18/2012.

## Remarks:

Kevin J. McNamara

02/22/2011

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.