FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL										
	OMB Number:	3235-0287									
l	Estimated average h	nurdon									

0.5

hours per response:

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

Name and Address of Reporting Person* OTOOLE TIMOTHY S							2. Issuer Name and Ticker or Trading Symbol CHEMED CORP CHE									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
0100	LE TIM	10°	HYS			15	CHEMIED COM [CHE]										Director		:	10% O	wner	
						- -	2. Data of Farlingt Transposition (Month/Doubles)									X	Office	er (give title v)		Other (specify below)		
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year) 02/14/2012										•	executive vice president				
2600 CHEMED CENTER						102/	02/14/2012										•	Acculive	ree presi	aciic		
255 EAST 5TH STREET																						
255 EAST STIT STREET						⊿ If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
						- 4. "	4. II Amendment, Date of Original Filed (World/Day/Year)									Line)						
(Street)																X Form filed by One Reporting Person						
CINCIN	NATI	OH	4	5202												, , ,						
						-											Form filed by More than One Reporting Person					
(City)		(Stat	·o) (*	Zip)																		
(City)		(Stat	.e) (2	<u></u>																		
			Tabl	e I - Noi	n-Deri\	/ ative	Se	curitie	s Acc	uired,	Dis	posed o	f, o	r Ben	efici	ally (Owne	ed				
1. Title of S	Security (I	nstr.	3)		2. Trans	action					3. 4. Securities Acquired (A)							ount of	6. Owners		7. Nature	
					Date (Month/	Day/Voa		Execution Date, if any		Transaction Code (Instr.				3, 4 aı				Form: Direct (D) or Indirect	of Indirect Beneficial			
								(Month/Day/Year)				5)							(I) (Instr. 4)	Ownership (Instr. 4)		
											Amount (A) or		(A) or	\or		Report	ted action(s)					
										Code	l۷	Amount		(A) 01 (D)	Price			3 and 4)				
capital stock 02/14/2							2012			J(1)		1,319	D \$		\$57	7.19		5,006	D			
											<u> </u>						, 55,000					
			Ta	ble II - I	Derivat	tive S	ecu	rities	Acqui	ired, D	ispo	sed of,	or E	Benef	iciall	у Ои	ned					
				(e.g., p	uts, c	alls	, warr	ants,	option	ıs, c	onvertib	le s	ecuri	ties)							
1. Title of	2.		3. Transaction	3A. Deem		4.			mber	6. Date Exercis			7. Title and Amount of Securities			8. Price of Derivative Security		9. Number o			11. Nature	
Derivative Security	Conversion or Exercise		Date (Month/Day/Year)	Execution if any	· (Transa Code (Expiration (Month/D								derivative Securities		Ownership Form:	of Indirect Beneficial	
(Instr. 3)	Price of	- 1		(Month/Da		8)				(WOTHINE	iai j	Underlying			(Instr. 5)		Beneficially	Direct	Direct (D)	Ownership		
	Derivative	•							Acquired					ivative	otr 2	,		Owned Following		or Indirect (I) (Instr. 4)	(Instr. 4)	
Security							(A) or Disposed		Security (Instant 4)				1511. 3			Reported	(i) (iiis	su. 4)				
							of (D)		"				•				Transaction	(s)				
							(Instr. 3, 4 and 5)										(Instr. 4)					
							1					-	Τ.		_			- 1				
														Am	ount							
													Nu	mber	r							
						Code	l _v	(A)	(D)	Date Exercisa		Expiration Date	Title	of e Sha	ares							
	I	- 1		1		1	Ι΄.	1 6.7	ı '-'				1						1			

Explanation of Responses:

1. stock award tax obligation

Remarks:

Timothy S. O'Toole

02/14/2012

** 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.