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**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): **May 29, 2009**

**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**  
(IRS Employer  
Identification Number)

**2600 Chemed Center  
255 East 5<sup>th</sup> Street  
Cincinnati, OH 45202**  
(Address of principal executive offices) (Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01. OTHER EVENTS**

On May 29, 2009, Chemed Corporation (“Chemed”) issued a press release announcing that its stockholders elected all of Chemed’s Board of Director nominees and ratified the continuation of PricewaterhouseCoopers LLP as Chemed’s independent accountants for 2009. The press release also announced that Chemed’s Board of Directors declared a quarterly cash dividend of 6 cents per share on its capital stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit 99.1 Chemed’s press release dated May 29, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHEMED CORPORATION**

Dated: May 29, 2009

/s/ Arthur V. Tucker, Jr. \_\_\_\_\_

Name: Arthur V. Tucker, Jr.

Title: Vice President and Controller

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Chemed's press release dated May 29, 2009

**CHEMED CORPORATION STOCKHOLDERS ELECT COMPANY'S  
DIRECTOR NOMINEES AT ANNUAL MEETING**

**Board Declares Quarterly Dividend**

**CINCINNATI – May 29, 2009** – Stockholders of Chemed Corporation (NYSE: CHE) today elected all of the Company's Board of Director nominees, including nine incumbent directors and two new directors, Ernest J. Mrozek and Thomas P. Rice, at the Company's Annual Meeting of Stockholders.

In commenting on the election, the Company said, "Chemed is pleased that its stockholders have elected all of the Company's director nominees. Chemed's Board is committed to creating long-term value and will continue to regularly review the Company's business structure and strategy, as well as opportunities for strategic transactions."

At the Annual Meeting stockholders also ratified the continuation of PricewaterhouseCoopers LLP as the Company's independent accountants for 2009.

Following the Annual Meeting, Chemed's Board of Directors declared a quarterly cash dividend of 6 cents per share on the Company's capital stock, payable on June 12, 2009, to stockholders of record June 8, 2009. This represents the 152<sup>nd</sup> consecutive quarterly dividend paid to stockholders in Chemed's 38 years as a public company.

**About Chemed**

Listed on the New York Stock Exchange and headquartered in Cincinnati, Ohio, Chemed Corporation ([www.chemed.com](http://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.

**Forward Looking Statements**

*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 and 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.*

**Contacts**

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