

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|--|---|---|
| 1. Name and Address of Reporting Person* <u>HUTTON THOMAS C</u> (Last) (First) (Middle) <u>1270 AVENUE OF THE AMERICAS</u> <u>SUITE 1905</u> (Street) <u>NEW YORK NY 10020</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CHEMED CORP [CHE]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>vice president</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2013</u> | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| capital stock | | | | | | | | 31,102 | D | |
| capital stock | | | | | | | | 3,026 | I | by spouse |
| capital stock | | | | | | | | 6,058 | I | by son |
| capital stock | | | | | | | | 6,070 | I | by daughter |
| capital stock | | | | | | | | 5,900 | I | by son |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| stock option(right to buy with tandem tax withholding) | \$70.3 | 11/08/2013 | | A | | 4,439 | | (1) | 11/08/2023 | capital stock | 4,439 | \$70.3 | 36,939 | D | |
| performance stock units | (2) | 11/08/2013 | | A | | 832 | | (3) | (3) | capital stock | 832 | \$0.00 | 832 | D | |

Explanation of Responses:

- Vesting in three equal annual installments commencing 11/8/2014.
- each performance stock unit represents a contingent right to receive one share of Chemed capital stock
- performance stock units vest based on the extent to which the Company achieves certain performance targets over a performance period of January 1, 2013-December 31, 2015. The determination of the performance level is to be made by March 15, 2016 and earned shares to be delivered thereafter

Remarks:

Thomas C. Hutton 11/11/2013
 ** 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.