
**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): **March 1, 2011**

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 5th Street,
Cincinnati, OH**
(Address of principal executive offices)

45202-4726
(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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On March 1, 2011, Chemed Corporation ("we") entered into a new senior secured credit facility pursuant to an Amended and Restated Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, RBS Citizens, National Association and PNC Bank, N.A. as co-documentation agents and the other lenders party thereto (the "Amended and Restated Credit Agreement") to replace our existing facility. The Amended and Restated Credit Agreement includes a \$350 million revolving credit facility and a \$150 million expansion feature, which may consist of term loans or additional revolving commitments. The revolving credit facility has a 5-year maturity with principal payments due at maturity. Interest is payable quarterly at a floating rate equal to our choice of various indexes plus a specified margin based on our leverage ratio. The interest rate at the inception of the agreement is LIBOR plus 1.75%.

The foregoing description of the Amended and Restated Credit Agreement is qualified in its entirety by reference to the complete terms and conditions of the agreement, which will be filed with our Quarterly Report on Form 10-Q for the period ended March 31, 2011.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

99.1 Press Release, dated March 1, 2011, of Chemed Corporation, announcing entry into the Amended and Restated Credit Agreement

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

By: /s/ Arthur V. Tucker, Jr.
Name: Arthur V. Tucker, Jr.
Title: Vice President and Controller

Date: March 1, 2011

Chemed Corporation Announces a Five-Year \$350 Million Credit Agreement for New Revolving Credit Facility

CINCINNATI--(BUSINESS WIRE)--March 1, 2011--Chemed Corporation ("Chemed") (NYSE:CHE) entered into a new Credit Agreement for its Revolving Credit Facility ("Credit Agreement"). JPMorgan Chase Bank, N.A. acted as the Administrative Agent and J.P. Morgan Securities LLC acted as Lead Arranger and Sole Bookrunner for this transaction. Bank of America, NA was the Syndication Agent and PNC Bank, N.A. and RBS Citizens, National Association were the Co-Documentation Agents.

Terms of the Credit Agreement consist of a five-year \$350 million revolving credit facility. The interest rate on this Credit Agreement has a floating rate that is currently LIBOR plus 175 basis points. An expansion feature is included in this Credit Agreement that provides Chemed the opportunity to increase its revolver and/or enter into term loans for an additional \$150 million.

This Credit Agreement provides Chemed with increased flexibility in terms of acquisitions, share repurchases, dividends and other corporate needs.

Listed on the New York Stock Exchange and headquartered in Cincinnati, Ohio, Chemed Corporation (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.

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.

CONTACT:

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