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

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1. Name and Address of Reporting Person* <u>LEE SPENCER S</u>					2. Issuer Name and Ticker or Trading Symbol CHEMED CORP [CHE]									5 (0	. Rela Check	all app		ıg Pe	10% C	wner	
(Last) (First) (Middle) 2500 CHEMED CENTER 255 EAST 5TH STREET					3. Date of Earliest Transaction (Month/Day/Year) 03/31/2005											X	belov	fficer (give title elow) executive vice		Other (specify below) re president	
(Street) CINCINNATI OH 45202 (City) (State) (Zip)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										. Indiv ine) X	dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tabl	e I - No	n-Deriv	ative	Se	curit	ies A	cq	uired,	Dis	posed o	f, o	r Ber	efici	ally	Owne	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Execution Date,				3. Transaction Code (Instr. 8) 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)							5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount		(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
capital stock 03/31/2					/2005	2005				A ⁽¹⁾		1,000		Α	\$75.84		12,671			D	
capital stock 03/31/2				/2005					F ⁽²⁾		306		D	\$75	.84	12,365			D		
		Та										sed of, onvertib					vned				
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)		n Date,	4. Transaction Code (Instr. 3)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		[6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe of Title Shares		nstr. 3			9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

- 1. award of stock
- 2. payment of tax obligation

Remarks:

Spencer S. Lee

03/31/2005

** 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.