

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|--|---|---|---|
| 1. Name and Address of Reporting Person* <u>Dallob Naomi C</u> (Last) (First) (Middle) 255 EAST FIFTH STREET SUITE 2600 (Street) CINCINNATI OH 45202 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/15/2017 | 3. Issuer Name and Ticker or Trading Symbol <u>CHEMED CORP [CHE]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP and Chief Legal Officer | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| capital stock | 6,397 | D | |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| performance stock units | (1) | (1) | capital stock 442 | (2) | D | |
| performance stock units | (3) | (3) | capital stock 442 | (2) | D | |
| performance stock units | (4) | (4) | capital stock 790 | (2) | D | |
| performance stock units | (5) | (5) | capital stock 718 | (2) | D | |
| stock option (right to buy with tandem tax withholding) | (6) | 11/07/2024 | capital stock 5,900 | 106.59 | D | |
| stock option (right to buy with tandem tax withholding) | (7) | 11/06/2020 | capital stock 9,600 | 157.36 | D | |
| stock option (right to buy with tandem tax withholding) | (8) | 11/04/2021 | capital stock 14,500 | 135.85 | D | |

Explanation of Responses:

- The restricted stock units vest based on the extent to which the Company achieves certain Earnings per Share performance targets over a performance period of January 1, 2015 through December 31, 2017 with the determination of such performance level to be made no later than March 15, 2018 and earned shares of Capital Stock to be delivered thereafter.
- each performance stock unit represents a contingent right to receive one share of Chemed capital stock
- The restricted stock units vest based on the extent to which the Company achieves certain Total Shareholder Return performance targets over a performance period of January 1, 2015 through December 31, 2017 with the determination of such performance level to be made no later than March 15, 2018 and earned shares of Capital Stock to be delivered thereafter.
- PSU's vest based on the extent to which the Company achieves certain performance targets over a performance period of January 1, 2016 - December 31, 2018. The determination of the performance level is to be made by March 15, 2019 and earned shares to be delivered thereafter.
- PSU's vest based on the extent to which the Company achieves certain performance targets over a performance period of January 1, 2017 - December 31, 2019. The determination of the performance level is to be made by March 15, 2020 and earned shares to be delivered thereafter
- Vesting in three equal annual installments commencing 11/7/2015.
- vesting in three equal annual installments commencing 11/6/2016.
- Vesting in three equal annual installments commencing 11/04/2017

Remarks:

Naomi C. Dallob 05/24/2017
 ** 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 5 (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.

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