SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WILLIAMS DAVID PATRICK	CHEMED CORP [CHE]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last) (First) (Middle)

2600 CHEMED CENTER

255 EAST FIFTH STREET

(Street)

CINCINNATI   OH   45202

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)

executive vice president & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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	11/11/2008		M		20,000	A	$17.93	81,329	D	
capital stock	11/11/2008		F[(1)]		12,898	D	$43.23	68,431	D	
capital stock	11/11/2008		M		10,000	A	$21.78	78,431	D	
capital stock	11/11/2008		F[(1)]		6,524	D	$43.23	71,907	D	
capital stock	11/11/2008		S		5,129	D	$42.16	66,778	D	
capital stock	11/12/2008		S		16,671	D	$40.898	50,107	D	
capital stock								1,600	I	by IRA

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	Amount or Number of Shares				
stock option(right to buy with tandem tax withholding)	$43.23	11/11/2008		M			20,000	11/19/2003	05/19/2013	capital stock	20,000	$0.00	129,750	D	
stock option(right to buy with tandem tax withholding)	$43.23	11/11/2008		M			10,000	11/17/2004	05/17/2014	capital stock	10,000	$0.00	119,750	D	

Explanation of Responses:
1. Payment of purchase price and tax obligation on stock option exercise.

Remarks:

David P. Williams   11/13/2008

** Signature of Reporting Person   Date