FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB Number:	3235-028							
Estimated average	hurdon							

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	Estimated average burden hours per response:	0.5
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	ss of Reporting Persor		2. Issuer Name and Ticker or Trading Symbol <u>CHEMED CORP</u> [CHE]		tionship of Reporting Perso all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify
(Last) 2600 CHEMED 255 EAST FIFT)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/11/2008	Α	below) executive vice presid	below) ent & CFO
(Street) CINCINNATI OH 45202 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	rting Person

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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
capital stock	11/11/2008		М		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		М		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	Ι	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. Transa Code (8)		of Deri Secu Acq (A) c Disp of (E	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		and 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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
stock option(right to buy with tandem tax withholding)	\$43.23	11/11/2008		М			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		М			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

** Signature of Reporting Person

<u>11/13/2008</u> 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.