

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

CHEMED CORPORATION

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

31-0791746  
(I.R.S. Employer  
Identification Number)

255 E. Fifth Street, Suite 2600, Cincinnati, Ohio  
(Address of principal executive offices)

45202  
(Zip Code)

2015 STOCK INCENTIVE PLAN  
(Full title of the plan)

NAOMIC DALLOB  
255 E. Fifth Street, Suite 2600  
Cincinnati, Ohio 45202  
(Name and address of agent for service)

(513) 762-6900  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  
(Do not check if a smaller reporting  
company)  Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered*	Proposed maximum offering price per share**	Proposed maximum aggregate offering price**	Amount of registration fee
Capital Stock (Par value \$1 per share)	2,000,000	\$ 131.57	\$263,140,000	\$30,576.87

\*The number of shares being registered is the number of shares covered by the 2015 Stock Incentive Plan. In addition to such shares, this Registration Statement covers an indeterminate number of shares which, by reason of certain events specified in such Plan, may become subject to issuance thereunder.

\*\*Estimated solely for the purpose of calculating registration fee. This amount is based on a price of \$131.57 per share for 2,000,000 shares based on the average of the high and low price of a share of capital stock reported on the New York Stock Exchange on July 10, 2015.

#### EXPLANATORY NOTE

This registration statement is being filed to register 1,967,450 shares of capital stock for future issuance pursuant to the 2015 Stock Incentive Plan. The documents constituting the prospectus under Part I of this registration statement for the 2015 Stock Incentive Plan are not set forth herein but will be sent or given to the participants in the 2015 Stock Incentive Plan as specified by Rule 428(b) under the Securities Act of 1933, as amended. That prospectus has been omitted from this registration statement as permitted by Part I of Form S-8.

This registration statement is also being filed to register for resale 32,550 shares of capital stock previously awarded as restricted stock under the 2015 Stock Incentive Plan and to establish a reoffer prospectus in accordance with the requirements of Part I of Form S-3 and pursuant to General Instruction C of Form S-8 to be used in connection with the reoffer and resale of those shares of capital stock.

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REOFFER PROSPECTUS

CHEMED CORPORATION

32,550 SHARES OF  
CAPITAL STOCK

We are registering 32,550 shares of capital stock for offer and sale from time to time by the selling stockholders named in this prospectus. We will not receive any of the proceeds from the sale of these shares of capital stock.

This prospectus should be read in conjunction with the documents incorporated by reference herein.

Our capital stock is listed on the New York Stock Exchange under the symbol "CHE."

The shares covered by this prospectus may be offered for sale from time to time on the New York Stock Exchange or otherwise, at prices then obtainable. The selling stockholders listed in this prospectus may sell any, all or none of the shares offered by this prospectus. See "Plan of Distribution" beginning on page 11 for a discussion of these and other distribution matters.

INVESTING IN OUR CAPITAL STOCK INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 4, AND THE RISK FACTORS INCORPORATED HEREIN BY REFERENCE, FOR A DISCUSSION OF THE RISKS YOU SHOULD CONSIDER BEFORE INVESTING IN OUR CAPITAL STOCK.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is July 15, 2015.

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## SUMMARY

THE FOLLOWING SUMMARY CONTAINS BASIC INFORMATION ABOUT THE COMPANY AND THIS OFFERING. BECAUSE THIS IS A SUMMARY, IT NECESSARILY DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. FOR A MORE COMPLETE UNDERSTANDING OF THE OFFERING, WE ENCOURAGE YOU TO CAREFULLY READ THIS ENTIRE PROSPECTUS, INCLUDING THE "RISK FACTORS" SECTION, AND THE DOCUMENTS INCORPORATED BY REFERENCE HEREIN. WHEN WE REFER TO "CHEMED," "THE COMPANY," "WE," "OUR" AND "US" IN THIS PROSPECTUS WE MEAN CHEMED CORPORATION AND ITS SUBSIDIARIES UNLESS THE CONTEXT INDICATES OTHERWISE.

## BUSINESS OF THE COMPANY

We conduct business operations in two segments: the VITAS® segment (VITAS) and the Roto-Rooter® segment (Roto-Rooter). VITAS provides hospice and palliative care services to its patients through a network of physicians, registered nurses, home health aides, social workers, clergy and volunteers. Roto-Rooter provides plumbing and drain cleaning service to both residential and commercial customers.

We believe our Roto-Rooter business is the largest provider of plumbing and drain cleaning services in North America, providing repair and maintenance services to residential and commercial accounts. We operate through more than 100 company-owned branches and independent contractors and 500 franchisees. We offer services to more than 90% of the U.S. population and approximately 55% of the Canadian population. We also have licensed master franchisees in Indonesia and the Philippines.

VITAS, a pioneer and leader in the hospice movement since 1978, is the nation's leading provider of end-of-life care. Headquartered in Miami, Florida, VITAS operates 49 hospice programs in 16 states and the District of Columbia. (Alabama, California, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Missouri, New Jersey, Ohio, Pennsylvania, Texas, Virginia and Wisconsin.) VITAS employs 11,733 professionals who care for terminally ill patients daily, primarily in the patients' homes, but also in the company's 34 inpatient hospice units as well as in hospitals, nursing homes and assisted living communities/residential care facilities for the elderly. For the first quarter of 2015, VITAS reported an average daily census of 14,824.

We are a holding company and derive all of our operating income from our subsidiaries.

## THE OFFERING

Securities Offered	32,550 shares of capital stock of Chemed.
Use of Proceeds	The Company will not receive any proceeds from sales of capital stock by the selling stockholders pursuant to this prospectus.
Capital Stock	Our capital stock is listed on the New York Stock Exchange under the symbol "CHE."

## OUR ADDRESS

Our executive offices are located at 225 E. Fifth Street, Suite 2600, Cincinnati, Ohio 45202, and our telephone number is (513) 762-6900. Our website is located at <http://www.chemed.com>. The information on our website is not part of this prospectus.

## RISK FACTORS

YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS AND ALL OF THE INFORMATION AND THE RISK FACTORS SET FORTH IN THIS PROSPECTUS AND INCORPORATED BY REFERENCE HEREIN BEFORE DECIDING TO INVEST IN THE CAPITAL STOCK. THE RISKS DESCRIBED BELOW AND INCORPORATED BY REFERENCE HEREIN ARE NOT THE ONLY ONES FACING OUR COMPANY. ADDITIONAL RISKS NOT NOW KNOWN TO US OR THAT WE CURRENTLY DEEM IMMATERIAL MAY ALSO IMPAIR OUR BUSINESS OPERATIONS.

### OUR STOCK PRICE MAY FLUCTUATE SIGNIFICANTLY.

The market price of our capital stock could fluctuate significantly in response to variations in quarterly operating results and other factors, such as:

- changes in our business, operations or prospects;
- developments in our relationships with our customers;
- announcements of new products or services by us or by our competitors;
- announcement or completion of acquisitions by us or by our competitors;
- changes in existing or adoption of additional government regulations;
- unfavorable or reduced analyst coverage; and
- prevailing domestic and international market and economic conditions.

In addition, the stock market has experienced significant price fluctuations in recent years. Many companies experienced material fluctuations in their stock price that were unrelated to their operating performance. Broad market fluctuations, general economic conditions and specific conditions in the industries in which we operate may adversely affect the market price of our capital stock.

### LIMITED TRADING VOLUME OF OUR CAPITAL STOCK MAY CONTRIBUTE TO ITS PRICE VOLATILITY.

Our capital stock is traded on the New York Stock Exchange, or NYSE. During the year ended December 31, 2014, the average daily trading volume for our capital stock as reported by the NYSE was approximately 222,949 shares. We are uncertain whether a more active trading market in our capital stock will develop. Also, many investment banks no longer find it profitable to provide securities research on small-cap and mid-cap companies. If analysts were to discontinue coverage of our capital stock, our trading volume may be further reduced. As a result, relatively small trades may have a significant impact on the market price of our capital stock, which could increase the volatility and depress the price of our capital stock.

### FUTURE SALES OF OUR CAPITAL STOCK MAY CAUSE OUR STOCK PRICE TO DECLINE.

In the future, we may sell additional shares of our capital stock in public or private offerings, and we may also issue additional shares of our capital stock to finance future acquisitions. Shares of our capital stock are also available for future sale pursuant to stock options that we have granted to our employees, and in the future we may grant additional stock options to our employees. Sales of substantial amounts of our capital stock, or the perception that such sales could occur, may adversely affect prevailing market prices for shares of our capital stock and could impair our ability to raise capital through future offerings.

WE ARE SUBJECT TO CERTAIN ANTI-TAKEOVER STATUTES THAT MIGHT MAKE IT MORE DIFFICULT  
TO EFFECT A CHANGE IN CONTROL OF THE COMPANY.

We are subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law, which prohibits us from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. The application of Section 203 could have the effect of delaying or preventing a change of control that could be advantageous to stockholders.

NOTE ON FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements generally can be identified by use of statements that include words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe" and other words and terms of similar meaning, although not all forward-looking statements contain such words. Statements that describe our objectives, plans or goals are also forward-looking statements. These forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those currently anticipated. Factors that could materially affect these forward-looking statements can be found in our periodic reports filed with the Securities and Exchange Commission (the "SEC") and herein under the heading "Risk Factors." Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements included in this prospectus are made only as of the date of this prospectus, and we undertake no obligation to publicly update these forward-looking statements to reflect new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events might or might not occur. We cannot assure you that projected results or events will be achieved.

USE OF PROCEEDS

The Company will not receive any proceeds from sales of capital stock by the selling stockholders pursuant to this prospectus.

SELLING STOCKHOLDERS

This prospectus relates to the resale of shares of our capital stock that have been acquired by the selling stockholders pursuant to awards of restricted stock under our 2015 Stock Incentive Plan.

Each of the selling stockholders is an employee of the Company or a subsidiary of the Company.

Except for certain selling stockholders who are excluded as described below, the following table sets forth for each selling stockholder, to the extent known by us:

- The name of each selling stockholder;
- The principal position or office each selling stockholder has had with Chemed or its affiliates within the past three years;
- The number of shares of our capital stock beneficially owned by each selling stockholder prior to the offering;
- The number of shares of our capital stock being offered in the offering, some of which shares may be sold pursuant to this prospectus; and
- the number of shares of our capital stock and the percentage, if 1% or more, of outstanding capital stock to be owned by each selling stockholder after completion of the offering based upon the number of shares outstanding at May 31, 2015, assuming the sale pursuant to the offering of all shares being offered.

This table may be expanded or supplemented in prospectus supplements as new information becomes available to us. All information contained in the table below is based upon information provided to us by the selling stockholders, and we have not independently verified this information.

This table excludes certain unnamed non-affiliates, each of whom (a) holds less than the lesser of 1,000 shares of our capital stock or 1% of the shares of our capital stock issuable under our 2015 Stock Incentive Plan, and (b) may use this prospectus for reoffers and resales of up to 500 shares of our capital stock.

SHARES BENEFICIALLY  
OWNED AFTER THIS OFFERING

<u>SELLING STOCKHOLDER</u>	<u>PRINCIPAL POSITION OR OFFICE</u>	<u>SHARES BENEFICIALLY OWNED BEFORE THIS OFFERING (1) (2)</u>	<u>SHARES OFFERED UNDER THIS PROSPECTUS</u>	<u>NUMBER</u>	<u>PERCENT</u>
Kevin J. McNamara	President & CEO of Chemed Corporation	422,066.42	7,200	414,866.42	2.50
David P. Williams	Executive V.P. and CFO of Chemed Corporation	182,332.00	3,000	179,332.00	1.08
Naomi C. Dallob	V.P., Secretary, and Chief Legal Officer of Chemed Corporation	12,762.00	1,200	11,562.00	*
Thomas J. Reilly	V.P. of Chemed Corporation	13,698.23	1,200	12,498.23	*
Arthur V. Tucker, Jr.	V.P. and Controller of Chemed Corporation	17,392.00	1,200	16,192.00	*
Thomas C. Hutton	V.P. of Chemed Corporation	119,583.70	1,000	118,583.70	*
Lisa A. Reinhard	V.P., CAO and Asst Secretary of Chemed Corporation	37,099.57	1,000	36,099.57	*
Michael D. A. Witzeman	V.P. and Asst. Controller of Chemed Corporation	10,557.00	1,000	9,557.00	*
Mark W. Stephens	Asst. Treasurer of Chemed Corporation	3,746.77	750	2,996.77	*
Spencer S. Lee	Chairman and CEO of Roto-Rooter Services Company	104,447.90	2,000	102,447.90	*
Rick L. Arquilla	President and COO of Roto-Rooter Services Company	26,010.33	1,500	24,510.33	*
Robert P. Goldschmidt	Executive V. P. of Roto-Rooter Services Company	31,435.12	1,000	30,435.12	*
Mark A. Connors	Executive V.P. of Roto-Rooter Services Company	31,509.11	1,250	30,259.11	*
Karen Aielli	V.P. Finance of Roto-Rooter Services Company	4,708.75	750	3,958.75	*
Timothy S. O'Toole	Executive V.P. of Chemed Corporation; CEO of VITAS Healthcare	25,692.24	1,500	24,192.24	*
David A. Wester	President and CFO of VITAS Healthcare	84,319.00	1,500	82,819.00	*
Nicholas M. Westfall	Executive V.P. and COO of VITAS Healthcare	5,012.00	1,500	3,512.00	*

Robert Miller	Senior V.P.-Chief Compliance Officer of VITAS Healthcare	1,440.00	1,000	440	*
Kal Mistry	Executive V.P. – CAO of VITAS Healthcare	4,093.00	1,000	3,093.00	*
Barry Kinzbrunner	Executive V.P. – Chief Medical Officer of VITAS Healthcare	16,413.00	1,000	15,413.00	*
Patrick Hale	Executive V.P. – CIO of VITAS Healthcare	2,986.00	1,000	1,986.00	*

\* Less than one percent

(1) Includes shares of our capital stock beneficially owned (a) by the named persons, their spouses, and their minor children (including shares of capital stock allocated as of May 31, 2015, to the account of each named person under our Retirement Plan, (b) by trusts and custodianships for their benefit, and (c) by trusts and other entities as to which the named person has or shares the power to direct voting or investment of shares. For such purposes, shares subject to stock options are included if the named person has the right to acquire such shares within 60 days after May 31, 2015.

(2) Messrs. Hutton and McNamara are trustees of the Chemed Foundation, which as of May 31, 2015 held 96,376 shares of our capital stock over which trustees share both voting and investment power. This number is not reflected in the respective holdings of the individual trustees.

## DESCRIPTION OF CAPITAL STOCK

The following description of our capital stock is only a summary of the detailed provisions of our certificate of incorporation, as amended, and by-laws, as amended. These statements do not purport to be complete, or to give full effect to the provisions of statutory or common law, and are subject to, and are qualified in their entirety by reference to, the terms of our certificate of incorporation and by-laws. We encourage you to read our certificate of incorporation and by-laws which have been filed with the SEC and are incorporated by reference in this prospectus for a more complete description.

### GENERAL

Our authorized capital stock consists of 80,000,000 shares of capital stock, par value \$1.00 per share. Our certificate of incorporation does not authorize the issuance of shares of preferred stock. As of May 31, 2015, we had 16,888,788 shares of capital stock outstanding. In addition, as of May 31, 2015, an aggregate of 1,554,360 shares of our capital stock were issuable upon the exercise of outstanding options and 3,654,452 shares were reserved for issuance under our stock incentive plans.

### RIGHTS OF HOLDERS OF OUR CAPITAL STOCK

Stockholders are entitled to one vote for each share of our capital stock held of record on all matters on which stockholders are entitled or permitted to vote. Our capital stock does not have cumulative voting rights in the election of directors. As a result, holders of a majority of the shares of our capital stock voting for the election of directors can elect all the directors standing for election. Holders of our capital stock are entitled to receive dividends out of legally available funds when and if declared from time to time by our Board of Directors. In the event of our liquidation, dissolution or winding up, the holders of our capital stock will be entitled to share ratably in all assets remaining after payment of liabilities. Our capital stock has no preemptive, subscription or conversion rights, and there are no redemption or sinking fund provisions in our certificate of incorporation. The outstanding shares of our capital stock are fully paid and nonassessable.

### CORPORATE GOVERNANCE PROVISIONS OF OUR BY-LAWS

Our by-laws provide that stockholders may act by written consent without a meeting if consents in writing, setting forth the action taken, are signed by the holders of record of shares having not less than the minimum voting power that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted. Our by-laws provide that special meetings of stockholders may be called at any time by the Chairman, President or the Secretary of the Company or upon the written request of a majority of the Board of Directors or of the holders of record of shares having a majority of the voting power of the capital stock of the Company then entitled to vote for the election of directors. Our by-laws provide that the number of directors will be fixed from time to time by resolution of the Board of Directors or, in the absence thereof, will be the number of directors elected at the preceding annual meeting of the stockholders. Our by-laws provide that the Board of Directors must constitute no fewer than 3 and no more than 40 directors. Our Board of Directors currently consists of 10 directors.

### SECTION 203 OF THE DELAWARE GENERAL CORPORATION LAW

We are a Delaware corporation that is subject to Section 203 of the Delaware General Corporation Law. Section 203 provides in general that a stockholder acquiring more than 15% of the outstanding voting stock of a corporation subject to Section 203 but less than 85% of such stock may not engage in a Business Combination, as defined in Section 203, with the corporation for a period of three years from the date on which that stockholder became an Interested Stockholder, as defined in Section 203, unless (1) prior to such date the corporation's board of directors approved either the Business Combination or the transaction in which the stockholder became an Interested Stockholder or (2) the Business Combination is approved by the corporation's board of directors and authorized by the holders of at least 66% of the outstanding voting stock of the corporation not owned by the Interested Stockholder. A "Business Combination" includes a merger, asset sale or other transaction resulting in a financial benefit to a stockholder. A Delaware corporation may "opt out" of Section 203 with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or by-laws resulting from amendments approved by holders of at least a majority of a corporation's outstanding voting shares. We have not "opted out" of the provisions of Section 203.

## LIMITATIONS ON LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Our certificate of incorporation provides that to the fullest extent permitted by the Delaware General Corporation Law, no director will be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director. Under the Delaware General Corporation Law, liability of a director may not be limited:

- for any breach of the director's duty of loyalty to us or our stockholders,
- for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law,
- in respect of certain unlawful dividend payments or stock redemptions or repurchases, and
- for any transaction from which the director derives an improper personal benefit.

The effect of this provision of our certificate of incorporation is to eliminate our rights and the rights of our stockholders to recover monetary damages against a director for breach of the fiduciary duty of care as a director, including breaches resulting from negligent or grossly negligent behavior, except in the situations described above. This provision does not limit or eliminate our rights or the rights of any stockholder to seek non-monetary relief such as an injunction or rescission in the event of a breach of a director's duty of care. In addition, our by-laws provide that we will indemnify our directors, officers, employees and agents to the fullest extent permitted by the Delaware General Corporation Law. We may purchase and maintain insurance or furnish similar protection on behalf of any officer or director against any liability asserted against the officer or director and incurred by the officer or director in such capacity, or arising out of the status, as an officer or director.

## TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for our capital stock is Wells Fargo Bank, N.A.

## PLAN OF DISTRIBUTION

The selling stockholders, or their pledgees, donees, transferees, or any of their successors in interest selling shares received from a selling stockholder as a gift, partnership distribution or other non-sale-related transfer after the date of this prospectus (all of whom may be selling stockholders), may sell the shares of capital stock from time to time after the date of this prospectus on any stock exchange or automated interdealer quotation system on which the capital stock is listed, in the over-the-counter market, in privately negotiated transactions or otherwise, at fixed prices that may be changed, at market prices prevailing at the time of sale, at prices related to prevailing market prices or at prices otherwise negotiated. The selling stockholders may sell the shares of capital stock by one or more of the following methods, without limitation:

- (a) ordinary brokerage transactions (including block trades) and transactions in which the broker solicits purchases;
- (b) private sales or private transactions;
- (c) one or more underwritten offerings on a firm commitment or best efforts basis; and
- (d) a combination of any of these methods of sale or any other legally available means, whether or not described in this prospectus.

At the time a particular offering of shares is made hereunder, to the extent required by Rule 424 under the Securities Act of 1933, we will file a prospectus supplement setting forth:

- (a) the number of shares involved;
- (b) the names of any underwriters, dealers or agents;
- (c) the price at which the shares are being offered or purchased;
- (d) any commissions or discounts or concessions allowed to broker-dealers;
- (e) any discounts, commissions or other items constituting compensation from the selling stockholder; and
- (f) any other facts material to the transaction.

In connection with sales of the shares of capital stock, the selling stockholders may enter into hedging transactions with broker-dealers only to the extent permitted by the Securities Act and any applicable securities laws of any state of the United States. These broker-dealers may in turn engage in short sales of the shares of capital stock and deliver shares of capital stock to close out such short positions, or loan or pledge shares of capital stock to broker-dealers that may in turn sell such securities. A selling stockholder may pledge or grant a security interest in some or all of the shares of capital stock that it owns and, if it defaults in the performance of its secured obligations, the pledgees or secured parties may offer and sell the shares of capital stock from time to time pursuant to this prospectus. The selling stockholders may also transfer and donate shares of capital stock in other circumstances, in which case the transferees, donees, pledgees or other successors in interest will be selling stockholders for the purposes of this prospectus.

All costs, expenses and fees in connection with the registration of the shares offered hereby will be borne by the Company. Brokerage commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by the selling stockholders.

To our knowledge, there are currently no plans, arrangements or understanding between any selling stockholders and any underwriters, broker-dealer or agent regarding the sale of the shares of capital stock by the selling stockholders.

The shares of capital stock registered hereby were issued on May 18, 2015 as awards of restricted stock under our 2015 Stock Incentive Plan in transactions exempt from the registration requirements of the Securities Act. We intend to keep the registration statement of which this prospectus is a part effective until the earlier of the date on which the selling stockholders have sold all of the shares, the shares covered hereby are no longer outstanding or the holders are entitled to sell their shares under Rule 144 under the Securities Act.

The selling stockholders and any other person participating in such distribution will be subject to the Exchange Act rules, including, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the shares of capital stock by the selling stockholders and any such other person. In addition, Regulation M of the Exchange Act may restrict the ability of any person engaged in the distribution of the shares of capital stock to engage in market-making activities with respect to the shares of capital stock being distributed for a period of up to five business days prior to the commencement of distribution. This may affect the marketability of the shares of capital stock and the ability of any person or entity to engage in market-making activities with respect to the shares of capital stock.

The Company will not receive any proceeds from sales of any shares by the selling stockholders.

Because we cannot assure you that the selling stockholders will sell all or any portion of the shares offered hereby, we cannot estimate how many shares of capital stock that the selling stockholders will hold upon consummation of any sale.

We may suspend the use of this prospectus by a selling stockholder under certain circumstances.

Any capital stock sold by a selling stockholder pursuant to this prospectus will be listed on the New York Stock Exchange, subject to official notice of issuance.

## LEGAL MATTERS

The validity of the shares of capital stock will be passed upon for us by Naomi C. Dallob, Esq., our Vice President and Secretary. Ms. Dallob owns shares of capital stock of the Company and stock options to acquire shares of capital stock of the Company.

## EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2014 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

## WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-8 with respect to the capital stock offered in this prospectus. This prospectus does not contain all of the information set forth in the registration statement and the exhibits to that registration statement. For further information with respect to us and the capital stock, we refer you to the registration statement and its exhibits. We also file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the Public Reference Room of the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Our SEC filings are also available to the public from the SEC's website at <http://www.sec.gov> and on our website at <http://www.chemed.com>. Reports and other information concerning us can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, phone (212) 656-5060. Our capital stock is listed and traded on the New York Stock Exchange under the trading symbol "CHE." With the exception of the documents we file with the SEC, the information contained on our website is not incorporated by reference in this prospectus and you should not consider it a part of this prospectus.

## INCORPORATION BY REFERENCE

We are incorporating by reference the information that we file with the SEC, which means that we are disclosing important information to you in those documents. The information incorporated by reference is an important part of this prospectus, and the information that we subsequently file with the SEC will automatically update and supercede information in this prospectus and in our other filings with the SEC. We incorporate by reference the documents listed below, which we have already filed with the SEC, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until all of the shares of capital stock are sold by the selling stockholders; we are not, however, incorporating by reference any documents or portions thereof, whether specifically listed below or filed in the future, that are not deemed "filed" with the SEC, including any information furnished pursuant to Items 9 or 12 of Form 8-K:

- Annual Report on Form 10-K for the year ended December 31, 2014 filed on February 27, 2015; and
- Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 filed on May 1, 2015; and
- Current Report on Form 8-K filed on February 17, 2015, Current Report on Form 8-K filed on March 13, 2015, and Current Report on Form 8-K filed on May 20, 2015.

Any statement contained in this prospectus, or in a document all or a portion of which is incorporated by reference in this prospectus, will be deemed to be modified or superceded for purposes of this prospectus to the extent that a statement contained in this prospectus modifies or supercedes the statement. Any such statement or document so modified or superceded will not be deemed, except as so modified or superceded, to constitute a part of this prospectus.

You may request a copy of any of our filings with the SEC, or any of the agreements or other documents that constitute exhibits to those filings, at no cost, by writing or telephoning us at the following address or phone number:

Chemed Corporation  
c/o Investor Relations  
255 East Fifth Street, Suite 2600  
Cincinnati, Ohio 45202-4726  
Telephone: (800) 224-3622 or (513) 762-6463

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS. WE HAVE NOT AUTHORIZED ANYONE ELSE TO PROVIDE YOU WITH ADDITIONAL OR DIFFERENT INFORMATION. YOU SHOULD NOT ASSUME THAT THE INFORMATION IN THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE ON THE FRONT COVER OF THIS PROSPECTUS.

#### MARKET DATA

The market data and certain industry forecasts contained or incorporated by reference in this prospectus are based on internal surveys, market research, publicly available information, industry publications or good faith estimates of our management. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Similarly, internal surveys, industry forecasts and market research, while believed to be reliable, have not been independently verified, and we make no representation as to the accuracy of such information.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission are incorporated by reference in this Registration Statement.

(1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014;

(2) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") for the periods since December 31, 2014;

(3) The Company's Proxy Statement dated April 7, 2015; and

(4) The "Description of Capital Stock" incorporated by reference in the Company's Registration Statement on Form S-3 filed on November 26, 1991, including any amendments or reports filed to update such description.

All documents filed by the Company pursuant to Section 13, 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date any such documents are filed.

#### Item 4. Description of Securities

N/A

#### Item 5. Interest of Named Experts and Counsel

Legal matters in connection with the issuance of the Company's Capital Stock offered hereby have been passed upon by Naomi C. Dallob, 255 East 5th Street, Suite 2600, Cincinnati, Ohio 45202. Ms. Dallob is Vice President, Chief Legal Officer and Secretary, and a stockholder of the Company.

#### Item 6. Indemnification of Directors and Officers

The Certificate of Incorporation and By-laws of the Company, and separate Indemnity Agreements, provide for the indemnification of each director and officer of the Company in connection with any claim, action, suit or proceeding brought or threatened by reason of his position with the Company. In addition, the General Corporation Law of the State of Delaware ("Delaware Law") permits the Company to indemnify its directors, officers and others against judgments, fines, amounts paid in settlement and attorneys' fees resulting from various types of legal actions or proceedings if the actions of the party being indemnified meet the standards of conduct specified in the Delaware Law. The Company also maintains directors and officers liability insurance for the benefit of its directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or controlling persons of the Company pursuant to the provisions referred to above or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

#### Item 7. Exemption from Registration Claimed

N/A

#### Item 8. Exhibits.

Exhibit Number	Number Under Item 601 Regulation S-K		Page Number or Incorporation by Reference File Number and Filing Date
4.1	(4)	Certificate of Incorporation	Form S-3 Reg. No. 33-44177 11/26/91
4.2	(4)	Amendment to Certificate of Incorporation	Form S-8 Reg. No. 333-109104 09/25/03
4.3	(4)	Amendment to Certificate of Incorporation	Form S-4 Reg. No. 333-115668 05/20/04
4.4	(4)	Amendment to Certificate of Incorporation	Form 8-K 05/16/06
4.5	(4)	2015 Stock Incentive Plan	2015 Proxy Statement 04/07/10
4.6	(4)	Form of Option Grant	Form 10-K 03/28/05
4.7	(4)	Form of Restricted Stock Award	E-1 through E-3
5	(5)	Opinion and Consent of Counsel	E-4
23	(23)	Consent of Independent Accountants	E-5
24	(24)	Powers of Attorney	E-6 through E-14

Item 9. Undertakings.

The undersigned registrant hereby undertakes (1) to file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to include any additional or changed material information on the plan of distribution; (2) for determining liability under the Securities Act of 1933, it will treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering; and (3) it will file a post-effective amendment to remove from registration any of the securities which remain unsold at the end of the offering.

For purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 ("Act") may be permitted to directors, officers or controlling persons of the Company pursuant to the provisions referred to above or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person against the Company in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on July 14, 2015.

CHEMED CORPORATION

By: /s/ Arthur V. Tucker, Jr.

Arthur V. Tucker, Jr.  
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin J. McNamara</u> /s/ Kevin J. McNamara	President and Chief Executive Officer (Principal Executive Officer)	July 14, 2015
<u>/s/ David P. Williams</u> David P. Williams	Vice President and Chief Financial Officer (Principal Financial Officer)	July 14, 2015
<u>/s/ Arthur V. Tucker, Jr.</u> Arthur V. Tucker, Jr.	Vice President and Controller (Principal Accounting Officer)	July 14, 2015

Joel F. Gemunder\*  
Patrick P. Grace\*  
Thomas C. Hutton\*  
Walter L. Krebs\*  
Andrea R. Lindell\*

Thomas P. Rice\*  
Donald E. Saunders\*  
George J. Walsh III\*  
Frank E. Wood\*

DIRECTORS

/s/ Naomi C. Dallob  
Naomi C. Dallob  
Vice President, Chief Legal Officer and Secretary

July 14, 2015

\*Naomi C. Dallob signing her name hereto signs this document on behalf of each of the persons indicated above pursuant to powers of attorney duly executed, filed with the Securities and Exchange Commission.

/s/ Naomi C. Dallob  
Naomi C. Dallob, Attorney-in-Fact

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INDEX TO EXHIBITS

Exhibit Number	Number Under Item 601 Regulation S-K		Page Number or Incorporation by Reference	
			File Number and Filing Date	Previous Exhibit
4.1	(4)	Certificate of Incorporation	Form S-3 Reg. No. 33-44177 11/26/91	4.1
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4.3	(4)	Amendment to Certificate of Incorporation	Form S-4 Reg. No. 333-115668 05/20/04	3.3
4.4	(4)	Amendment to Certificate of Incorporation	Form 8-K 05/16/06	3.1
4.5	(4)	2015 Stock Incentive Plan	2015 Proxy Statement 04/07/15	A
4.6	(4)	Form of Option Grant	Form 10-K 03/28/05	10.51
4.7	(4)	Form of Restricted Stock Award	E-1 through E-3	
5	5	Opinion and Consent of Counsel	E-4	
23	23	Consent of Independent Accountants	E-5	
24	24	Powers of Attorney	E-6 through E-14	

EXHIBIT 4.7

FORM OF RESTRICTED STOCK AWARD

Date

Dear \_\_\_\_\_:

I am pleased to inform you that the Compensation/Incentive Committee of Chemed Corporation (the "Company"), has granted you \_\_\_\_\_ shares of the Company's Capital Stock ("Capital Stock"), par value \$1.00 per share, under the 2015 Stock Incentive Plan (the "Plan"). This letter evidences the issuance or transfer of such shares to you today and sets forth the agreement under which such shares (hereinafter sometimes called the "Restricted Shares") are being issued or transferred to you.

1. The Restricted Shares are issued or transferred to you subject to the following restrictions:
  - (a) As long as you are employed by the Company or a Subsidiary (as defined in paragraph 9 below) and until the restrictions set forth in this subparagraph (a) lapse in accordance with paragraph 5, you will not, except as otherwise specifically required or permitted by this Agreement, sell, exchange, transfer, pledge, hypothecate or otherwise dispose of any of the Restricted Shares or any interest therein.
  - (b) During your employment with the Company or a Subsidiary, you will not, except as otherwise required or permitted by this Agreement, sell, exchange, transfer, pledge, hypothecate or otherwise dispose of any Restricted Shares, or any interest therein, with respect to which the restrictions on transfer herein imposed have not lapsed ("Non-vested Shares").
2. Upon the issuance or transfer to you of the Restricted Shares, you shall for all purposes be a stockholder of record of the Company with respect to the Restricted Shares and shall have all rights of a holder of Capital Stock with respect to such shares (including the right to vote such shares at any meeting of holders of Capital Stock and the right to receive all dividends paid with respect to such shares), subject only to the restrictions imposed by paragraph 1 of this Agreement. To evidence such restrictions and until such restrictions shall have lapsed, the certificates or book entry for the Restricted Shares shall carry a legend to the effect, in form satisfactory to the Company's counsel, that they were issued or transferred subject to, and may be sold or otherwise disposed of only in accordance with, the terms of this Agreement.
3. Under Section 83(b) of the Internal Revenue Code, you may, within 30 days from the date of grant of the Restricted Shares, make an election which would cause you to be taxed on the value of such Shares based on their Fair Market Value (as defined in the Plan) on the date of grant; otherwise, in the absence of such an election, you will be taxed at the time of the lapse on the Restricted Shares, based on their Fair Market Value at the time of the lapse.
4. In the event that, as the result of a stock dividend, stock split, recapitalization, merger, consolidation, reorganization, or other similar event, you shall, as the owner of Restricted Shares, be entitled, under the provisions of the Plan or otherwise, to new or additional or different shares or securities as follows:
  - (a) such new or additional or different shares or securities shall be deemed "Restricted Shares,"
  - (b) all the provisions of this Agreement relating to restrictions and lapse of restrictions shall be applicable thereto, and
  - (c) the certificates or other instruments evidencing such new or additional or different shares or securities shall bear the legend referred to in the third sentence of paragraph 2. The foregoing restrictions shall not apply to any fractional shares resulting from any such event, or to any pre-emptive or other rights to purchase securities to which you, as a holder of Restricted Shares, may become entitled in connection with a public offering of Capital Stock.
5. (a) The restrictions set forth in paragraph 1 above on the transfer of the Restricted Shares shall lapse ratably as follows, subject to all the then applicable provisions of this Agreement:  
\_\_\_\_ Shares on or after [first anniversary of grant]  
\_\_\_\_ Shares on or after [second anniversary of grant]  
\_\_\_\_ Shares on or after [third anniversary of grant]

- (b) If your employment with the Company or a Subsidiary shall, while you hold any Non-vested Shares, terminate for any reason other than death, disability, retirement under a retirement plan of the Company or a Subsidiary, or change in control of the Company such Non-vested Shares shall be forfeited by you. If your employment with the Company or a Subsidiary shall, while you hold any Non-vested Shares, terminate by reason of death, disability, or change in control of the Company, the restrictions on transfer applicable to such Non-vested Shares shall lapse pro-rata as of the effective date of such termination of employment. If your employment with the Company or a Subsidiary shall terminate by retirement under a retirement plan of the Company or a Subsidiary the restrictions on transfer shall lapse on a pro rata basis one third on each annual anniversary of the grant.
  - (c) If, as and when the restrictions lapse with respect to Restricted Shares pursuant to this paragraph 5, there will be delivered to you, promptly upon your request, certificates or book entry free of any legend for a like number of shares in exchange for those referred to in paragraph 2 of this Agreement.
6. Except as otherwise expressly required or permitted by this Agreement, no right, benefit or interest in the Restricted Shares or under this Agreement shall be subject to anticipation, alienation, sale, assignment, encumbrance, charge, pledge or hypothecation.
  7. (a) Nothing in paragraph 1 or elsewhere in this Agreement shall preclude a transfer to your legal representatives following your death or a distribution to the persons provided for in paragraph 7(b)(iii) or shall preclude you, upon not less than thirty (30) days' advance written notice to the Company, from making a gift of any Restricted Shares, or any interest therein, (i) to one or more of your Immediate Family Members, (ii) to a trust of which the beneficiary or beneficiaries of the corpus or of the income, or both, is either yourself or one or more of your Immediate Family Members, or both, or (iii) to a corporation all of the stock of which is owned by you or one or more of your Immediate Family Members, or both. For the purpose of this provision, an "Immediate Family Member" shall be deemed to be a spouse, child, stepchild, grandchild, parent, brother or sister or child of a brother or sister of yours, whether of the whole or half blood, and whether the relationship arose by adoption.
    - (b) The term "Donee," as used in this Agreement, shall be deemed to mean (i) the person, or collectively, all the persons (including a trust or corporation), to whom a gift permitted by paragraph 7(a) has been made by you, (ii) your legal representatives following your death, and (iii) the persons to whom Restricted Shares shall be distributed by your legal representatives as the persons whom they believe to be entitled thereto under your will, or, in case of intestacy, under the laws relating to intestacy.
    - (c) In case of any gift, transfer or distribution to a Donee, (i) the Restricted Shares so given, transferred or distributed shall continue to be subject to all the restrictions and other provisions of this Agreement, (ii) the certificates for the Restricted Shares so given, transferred or distributed shall bear the legend referred to in paragraph 2 of this Agreement, and (iii) the Donee shall, with respect to the Restricted Shares so given, transferred or distributed, have all the powers and shall be required to comply with all the restrictions and other provisions of this Agreement requiring the taking, or refraining from taking, of action to the same extent as you were immediately prior to the making of such gift, transfer or distribution.
  8. Any provision of this Agreement to the contrary, the Company may take such steps as it believes necessary or desirable to obtain sufficient funds from you to pay all taxes, required by law to be withheld in respect of the Restricted Shares including requiring payments to the Company by you or on your behalf and/or taking deductions from amounts payable by the Company to you or on your behalf.
  9. As used in this Agreement, the term "Company or a Subsidiary" shall mean the Company, its divisions and units, and all corporations or other forms of business association of which shares (or other ownership interests) having 50% or more of the voting power regularly entitled to vote for directors (or equivalent management) or regularly entitled to receive 50% or more of the dividends (or their equivalents) paid on the Capital Stock (or its equivalent) are owned or controlled, directly or indirectly, by the Company.
  10. Each of the parties hereto agrees to execute and deliver all consents and other instruments and to take all other action deemed necessary or desirable by counsel for the Company to carry out each term of this Agreement. Each party recognizes that the other party has no adequate remedy at law for breach of this Agreement and recognizes, consents and agrees that the other party shall be entitled to an injunction or decree of specific performance directed to the other party and to the bank acting under any such deposit agreement requiring that the provisions of this Agreement be carried out.
  11. (a) Any notice to the Company under this Agreement shall be deemed to have been given when delivered in person to the Secretary of the Compensation/Incentive Committee or mailed by certified or registered mail to the Secretary of the Compensation/Incentive Committee at Suite 2600, 255 East Fifth Street, Cincinnati, Ohio 45202, or such other address as the Company may from time to time designate in writing by notice to you given pursuant to paragraph 11(b) hereof.

- (b) Any notice to you under or pursuant to this Agreement shall be deemed to have been given if and when delivered to you in person or if and when mailed by certified or registered mail to you at your address hereinabove given or such other address as you may from time to time designate in writing by notice to the Company given pursuant to paragraph 11(a) above.
12. Notwithstanding any remedy provided for in this Agreement, nothing in this Agreement shall preclude the Company from taking any other action or enforcing any other remedy available to the Company.
13. This Agreement has been executed pursuant to the Plan of the Company, and the Plan is hereby incorporated herein by reference.
14. This Agreement shall be binding upon and inure to the benefit of (a) the Company, its successors and assigns, and (b) you, and to the extent applicable, each Donee.
15. This Agreement has been executed, and it and the Restricted Shares have been or are to be delivered, in accordance with the laws of the State of Ohio, the state in which the Company maintains its principal executive offices, and the validity, interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of Ohio.

Very truly yours,

**CHEMED CORPORATION**

By: \_\_\_\_\_  
Naomi C. Dallob  
Vice President and Secretary

Executed and agreed to  
as of:

\_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

EXHIBIT 5

OPINION OF NAOMI C. DALLOB, ESQ.

July 14, 2015

Chemed Corporation  
255 E. Fifth Street  
Suite 2600  
Cincinnati, OH 45202

Dear Sir or Madam:

In connection with the Registration Statement on Form S-8 to be filed by Chemed Corporation (the "Corporation") with the Securities and Exchange Commission covering 2,000,000 shares of the Corporation's capital stock, par value \$1 per share (the "Capital Stock"), to be issued pursuant to the Corporation's 2015 Stock Incentive Plan (the "Plan"), you have requested me as Vice President and Secretary to the Corporation to render my opinion with respect to the matters to which reference is made herein.

I have examined and am familiar with the Certificate of Incorporation and By-laws of the Corporation, the minutes of the meetings of its directors and stockholders, the Plan and the stock incentives to be granted pursuant thereto.

Based upon the foregoing, I am of the opinion that the shares of Capital Stock issued pursuant to the stock incentives granted pursuant to and in accordance with the terms of the Plan will, when issued in accordance with the terms of said stock incentives, be validly issued and outstanding, fully paid and non-assessable shares of Capital Stock of the Corporation.

I hereby consent to the filing of this opinion as an exhibit to said Registration Statement.

Sincerely,

/s/ Naomi C. Dallob

Naomi C. Dallob

Vice President, Chief Legal Officer and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2015 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2014 Annual Report to Stockholders, which is incorporated by reference in Chemed Corporation's Annual Report on Form 10-K for the year ended December 31, 2014. We also consent to the incorporation by reference of our report dated February 27, 2015 relating to the financial statement schedule, which appears in such Annual Report on Form-10-K. We also consent to the reference to us under the heading "Experts" in such registration statement.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Cincinnati, OH  
July 15, 2015

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24th day of June, 2015.

/s/ Joel F. Gemunder  
Joel F. Gemunder

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 29<sup>th</sup> day of June, 2015.

/s/ Patrick P. Grace

Patrick P. Grace

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22nd day of June, 2015.

/s/ Thomas C. Hutton

Thomas C. Hutton

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of June, 2015.

/s/ Walter L. Krebs

Walter L. Krebs

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 23<sup>rd</sup> day of June, 2015.

/s/ Andrea R. Lindell

Andrea R. Lindell

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22<sup>nd</sup> day of June, 2015.

/s/ Thomas P. Rice  
Thomas P. Rice

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of June, 2015.

/s/ Donald E. Saunders

Donald E. Saunders

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 25<sup>th</sup> day of June, 2015.

/s/ George J. Walsh III

George J. Walsh III

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Chemed Corporation, hereby constitutes and appoints Kevin J. McNamara, David P. Williams, Arthur V. Tucker and Naomi C. Dallob the true and lawful attorneys-in-fact of the undersigned, with full power in each to act without the others, for and in the name of the undersigned as such Director to sign any and all Registration Statements and amendments thereto, including Post-Effective Amendments, filed with the Securities and Exchange Commission relating to registration under the Securities Act of 1933 of interests in or Capital Stock of Chemed Corporation to be offered and sold pursuant to its 2015 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of June, 2015.

/s/ Frank E. Wood  
Frank E. Wood