

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-3
RULE 13E-3 TRANSACTION STATEMENT
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)
(Amendment No. 5*)

ROTO-ROOTER, INC.
(Name of Issuer)

CHEMED CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)
778786103
(CUSIP Number of Class of Securities)

Mr. Kevin J. McNamara
Chemed Corporation
2600 Chemed Center
255 East Fifth Street
Cincinnati, OH 45202
(513) 762-6841
(Name, Address and Telephone Number of Person(s) Authorized to
Receive Notices and Communications
on Behalf of the Person(s) Filing Statement)

Copies to:
Richard Hall, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

August 14, 1996
(Date Tender Offer First Published, Sent or Given to Security Holders)

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation material or an information statement subject to Regulation 14A [17 CFR 240.14a-1 to 240.14b-1]. Regulation 14C [17 CFR 240.14c-1 to 240.14c-101] or Rule 13e-3(c) [240.13e.3(c)] under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking bchecking box (a) are preliminary copies:

*Constituting the final amendment to Schedule 13E-3.

Chemed Corporation hereby amends and supplements its Rule 13E-3 Transaction Statement on Schedule 13E-3 (the "Statement") originally filed on August 14, 1996, as amended by Amendments Nos. 1-4, with respect to its offer to purchase any and all outstanding shares of Common Stock, par value \$1.00 per share, of Roto-Rooter, Inc., a

Delaware corporation, at a price of \$41.00 net in cash per share, as set forth in this Amendment No. 5. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

Item 10. Interest in Securities of the Issuer.

Item 10 is hereby amended to add the following information:

On September 12, 1996, the Purchaser accepted for payment a total of 2,096,996 Shares.

Item 16. Additional Information.

Item 16 is hereby amended to add the following information:

The Offer terminated at 12:00 midnight, New York City time, on Wednesday, September 11, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 5 to the Statement is true, complete and correct.

Dated: September 17, 1996

CHEMED CORPORATION,

by /s/ Kevin J. McNamara

Name: Kevin J. McNamara
Title: President