

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. 1)

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)  
77878103  
(CUSIP Number of Class of Securities)

Mr. Kevin J. McNamara  
Chemed Corporation  
2600 Chemed Center  
255 East Fifth Street  
Cincinnati, OH 45202  
(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 box (a) are preliminary copies:

Chemed Corporation hereby amends and supplements its Rule 13E-3 Transaction Statement on Schedule 13E-3 (the "Statement") originally filed on August 14, 1996, 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. 1. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

The cross reference sheet below is being supplied pursuant to General Instruction F to Schedule 13E-3 and shows the location in the Schedule 14D-1 originally filed by Chemed Corporation with the Securities and Exchange Commission on August 14, 1996 (as amended, the "Schedule 14D-1") of the information required to be included in response to the items of this Statement. The information in the Schedule 14D-1, including all exhibits thereto, is hereby expressly incorporated herein by reference and the responses to each item to this Statement are qualified in their entirety by the provisions of the Schedule 14D-1. All cross references in this Statement, other than cross references to the Schedule 14D-1, are to the Offer to Purchase.

CROSS REFERENCE SHEET

Item in Schedule 13E-3	Where located in Schedule 14D-1
Item 17(g) . . . . .	Item 11(g)

Item 17. Material to be Filed as Exhibits.

(g) Exhibit (g) of the Schedule 14D-1 is incorporated herein by reference.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to the Statement is true, complete and correct.

Dated: August 19, 1996

CHEMED CORPORATION,

by /s/ Kevin J. McNamara

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Name: Kevin J. McNamara  
Title: President