

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

ROTO-ROOTER, INC.  
(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)

2600 Chemed Center, Cincinnati, Ohio  
(Address of principal executive offices)

45202  
(Zip Code)

2002 STOCK INCENTIVE PLAN  
(Full title of the plan)

NAOMI C. DALLOB  
2600 Chemed Center, 255 East Fifth Street  
Cincinnati, Ohio 45202  
(Name and address of agent for service)

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

CALCULATION OF REGISTRATION FEE

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Title of Proposed Securities	Proposed maximum to be registered*	Proposed price**	Proposed maximum amount offering to be registered
Capital Stock (Par value \$1	450,000 shs.	\$38.41	\$16,462,849
			\$1,331.84 per share)

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\*The number of shares being registered is the number of shares covered by the 2002 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 (1) a price of \$36.90 per share for outstanding options to purchase 214,900 shares, (2) a price of \$35.85 per share for outstanding options to purchase 194,200 shares, and (3) a price of \$38.41 per share based on the average of the high and low price of a share of capital stock reported on the New York Stock Exchange on September 19, 2003 for options to purchase 40,900 shares.

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, 2002; (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 period since December 31, 2002; (3) The Company's Proxy Statement dated April 4, 2003; 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, 2600 Chemed Center, 255 East 5th Street, Cincinnati, Ohio 45202. Ms. Dallob is Vice President 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 II-1

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. Page Number or Incorporation by Reference Number Under Item 601 File Number Exhibit Regulation and Number S-K Filing Date - -----

----- 1 (4)

Certificate of Incorporation Form S-3 Reg. No. 33-44177 11/26/91 2 (4) Amendment to Certificate E-1 of Incorporation 3 (4) 2002 Stock Incentive Plan 2002 Proxy Statement 4/05/02 4 (4) Form of Option under 2002 E-2 through E-4 Stock Incentive Plan 5 (5) Opinion and Consent of Counsel E-5 6 (23) Consent of Independent E-6 Accountants 7 (24) Powers of Attorney E-7 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 II-2

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. II-3

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 September 25, 2003. ROTO-ROOTER, INC.  
By: /s/ Kevin J. McNamara ----- Kevin J. McNamara  
President and Chief Executive Officer 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. Signature Title Date -----  
----- /s/ Kevin J. McNamara President and Chief Executive September 25, 2003 -  
----- Officer Kevin J. McNamara (Principal Executive Officer) /s/  
Timothy S. O'Toole Executive Vice President September 25, 2003 - -----  
--- and Treasurer Timothy S. O'Toole (Principal Financial Officer) /s/ Arthur V.  
Tucker Vice President and Controller September 25, 2003 - -----  
(Principal Accounting Officer) Arthur V. Tucker Edward L. Hutton\* Sandra E. Laney\*  
Charles H. Erhart, Jr. Donald E. Saunders\* Joel F. Gemunder\* George J. Walsh III\*  
Patrick P. Grace\* Frank E. Wood\* DIRECTORS Thomas C. Hutton\* /s/ Naomi C. Dallob  
September 25, 2003 - ----- Naomi C. Dallob Vice President and  
Secretary - ----- \*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

INDEX TO EXHIBITS	Page Number or Incorporation by Reference	Number Under Item 601	File Number	Exhibit	Regulation
and Previous Number	S-K Filing Date	Exhibit			
				1	4.1
Certificate of Incorporation Form S-3	4.1	Reg. No. 33-44177	11/26/91	2	4.1.1
Amendment to Certificate E-1 of Incorporation	3	4.2	2002	2002	Stock Incentive Plan
Proxy A Statement	4/05/02	4	4.3	Form of Option Under E-2 through E-4	2002
Option Plan	5	5	Opinion and Consent of E-5 Counsel	6	23
Consent of Independent E-6 Accountants	7	24	Powers of Attorney E-7 through E-14		

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF CHEMED CORPORATION

Chemed Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of March 7, 2003 resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing Article I thereof so that, as amended said Article shall be and read as follows:

"The name of the corporation is Roto-Rooter, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held on May 19, 2003 upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Chemed Corporation has caused this certificate to be signed by its President and Chief Executive Officer and attested by its Vice President and Secretary, this 19th day of May, 2003.

(Corporate Seal)

Attest:

By: /s/ Naomi C. Dallob

By: /s/ Kevin J. McNamara

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Naomi C. Dallob, Secretary

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Kevin J. McNamara  
President & Chief Executive Officer

May 20, 2002

In accordance with the 2002 Stock Incentive Plan (the "Plan") of Roto-Rooter, Inc. (the "Corporation"), you are hereby granted an option to purchase shares of the capital stock, par value \$1.00 per share, of the Corporation upon the following terms and conditions.

(1) The purchase price shall be \$ per share. Payment thereof shall be made in cash or, subject to the next sentence, by delivery to the Corporation of shares of capital stock of the Corporation which shall be valued at their Fair Market Value on the date of exercise, or in a combination of cash and such shares. Your right to pay the purchase price, in whole or in part, by delivery to the Corporation of shares of capital stock of the Corporation is expressly subject to temporary or permanent revocation or withdrawal at any time and from time to time by action of the Board of Directors of the Corporation without any requirement that advance notice of such revocation or withdrawal be given to you.

(2) Subject to the provisions of paragraphs (3) and (6), this option is exercisable in whole or in part at any time and from time to time as follows:

shares on or after November 20, 2002  
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shares on or after November 20, 2003  
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shares on or after November 20, 2004  
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shares on or after November 20, 2005  
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Once an installment becomes exercisable, it may be exercised at any time in whole or in part until the expiration or termination of this option. Neither this option nor any right hereunder may be assigned or transferred by you, except by will, the laws of descent and distribution, pursuant to a qualified Domestic Relations order, or to a permitted transferee. It may be exercised during your life only by you or by a permitted transferee. Within fifteen (15) months after your death it may be exercised only by your estate, by a permitted transferee, or by a person who acquired the right to exercise the option by bequest or inheritance or by reason of your death. At the time of each exercise of this option, you or the person or persons exercising the option shall, if requested by the Corporation, give assurances, satisfactory to counsel to the Corporation, that the shares are being acquired for investment and

not with a view to resale or distribution thereof and assurances in respect of such other matters as the Corporation may deem desirable to assure compliance with all applicable legal requirements.

(3) This option, to the extent that it shall not have been exercised, shall terminate when you cease to be an employee of the Corporation or a Subsidiary, unless you cease to be an employee because of your resignation with the consent of the Compensation/Incentive Committee or because of your death, incapacity or retirement under a retirement plan of the Corporation or a Subsidiary. If you cease to be an employee because of such resignation, this option shall terminate upon the expiration of three months after you cease to be an employee, except as provided in the next sentence. If you cease to be an employee because of your death, incapacity or retirement under a retirement plan of the Corporation or a Subsidiary, or if you cease to be an employee because of your resignation with the consent of the Compensation/Incentive Committee and die during the three-month period referred to in the preceding sentence, this option shall terminate fifteen (15) months after you ceased to be an employee.

Where this option is exercised more than three months after termination of employment, as aforesaid, only those installments which shall have become exercisable prior to the expiration of three months after you ceased to be an employee, whether by death or otherwise, may be exercised. A leave of absence for military or governmental service or for other purposes shall not, if approved by the Compensation/Incentive Committee be deemed a termination of employment within the meaning of this paragraph (3), provided, however, that this option may not be exercised during any such leave of absence. Notwithstanding the foregoing provisions of this paragraph (3) or any provision of the Plan, this option shall not be exercisable after the expiration of ten years from the date this option is granted.

(4) The number and class of shares or other securities covered by this option and the price to be paid therefore shall be subject to adjustment as, and under the circumstances, provided in Section 8 of the Plan.

(5) This option may be exercised only by serving written notice on the Secretary or Treasurer of the Corporation. The Corporation shall deliver the shares to you against payment; provided, however, no shares shall be issued or transferred pursuant to this option unless and until all legal requirements applicable to the issuance or transfer of such shares have, in the opinion of the counsel to the Corporation, been complied with. Any Federal, state or local withholding taxes applicable to any compensation you may realize by reason of the exercise of the option or any subsequent disposition of the shares acquired on exercise shall, upon request, be remitted to the Corporation or the Subsidiary by which you are employed at the time of exercise or sale, as the case may be. You shall have the rights of a stockholder only as to stock actually delivered to you.



(6) If you are or become an employee of a Subsidiary, the Corporation's obligations hereunder shall be contingent on the approval of the Plan and this option by the Subsidiary and the Subsidiary's agreement that (a) the Corporation may administer the Plan on its behalf, and (b) upon the exercise of the option, it will purchase from the Corporation the shares subject to the exercise at their Fair Market Value on the date of exercise, such shares to be then transferred by the Subsidiary to the holder of this option upon payment by the holder of the purchase price to the Subsidiary. Where appropriate, such approval and agreement of the Subsidiary shall be indicated by its signature below. The obligations of the Subsidiary so undertaken may be waived by the Corporation.

(7) The Plan is hereby incorporated by reference. Each term which is defined in the Plan and used in this option shall have the same meaning in this option as it has in the Plan. This option is granted subject to the Plan and shall be construed to conform to the Plan.

Very truly yours,

ROTO-ROOTER, INC.

By: \_\_\_\_\_  
Vice President & Secretary

Receipt Acknowledged:

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Employee

OPINION OF NAOMI C. DALLOB, ESQ.

September 25, 2003

Roto-Rooter, Inc.  
255 E. Fifth Street  
2600 Chemed Center  
Cincinnati, OH 45202

Dear Sir or Madam:

In connection with the Registration Statement on Form S-8 to be filed by Roto-Rooter, Inc. (the "Corporation") with the Securities and Exchange Commission covering 450,000 shares of the Corporation's capital stock, par value \$1 per share (the "Capital Stock"), to be issued pursuant to the Corporation's 2002 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

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Naomi C. Dallob  
Vice President and Secretary

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 7, 2003 relating to the financial statements, which appears in the 2002 Annual Report to Stockholders of Chemed Corporation (now named Roto-Rooter, Inc.), which is incorporated by reference in Chemed Corporation's Annual Report on Form 10-K for the year ended December 31, 2002. We also consent to the incorporation by reference of our report dated March 28, 2003 relating to the Financial Statement Schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP  
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PricewaterhouseCoopers LLP  
Cincinnati, Ohio  
September 25, 2003

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22nd day of September, 2003.

/s/ Edward L. Hutton

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Edward L. Hutton

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 22nd day of September, 2003.

/s/ Sandra E. Laney

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Sandra E. Laney

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18th day of September, 2003.

/s/ Joel F. Gemunder

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Joel F. Gemunder

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of September, 2003.

/s/ Patrick P. Grace

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Patrick P. Grace

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of September, 2003.

/s/ Thomas C. Hutton

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Thomas C. Hutton

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18th day of September, 2003.

/s/ Donald E. Saunders

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Donald E. Saunders

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18th day of September, 2003.

/s/ George J. Walsh III

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George J. Walsh III

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a Director of Roto-Rooter, Inc., hereby constitutes and appoints Kevin J. McNamara, Timothy S. O'Toole, 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 Roto-Rooter, Inc. to be offered and sold pursuant to its 2002 Stock Incentive Plan.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22nd day of September, 2003.

/s/ Frank E. Wood

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Frank E. Wood