UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported):
August 8, 2007

CHEMED CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	1-8351	31-0791746
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

2600 Chemed Center, 255 East 5th Street, Cincinnati, OH 45202
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(513) 762-6900

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

[_] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[_] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 230.425)

[_] Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 230.425)

[_] Pre-commencement communications pursuant to Rule 13e-4 (c) under Exchange Act (17 CFR 230.425)

Item 8.01 Other Items

Chemed Corporation ("We" or "Chemed") intends to file a registration statement covering our 1.875% Convertible Senior Notes ("Notes") issued on May 14, 2007. Certain of our 100% owned subsidiaries fully and unconditionally guarantee the Notes on an unsecured, joint and severally liable basis. In accordance with Rule 3-10 of Regulation S-X, we are amending Item 1 of Part I (Financial Statements) of our Form 10-Q for the quarter ended March 31, 2007 (filed May 2, 2007) to provide condensed, consolidating financial data of the parent company (Chemed), the guarantor subsidiaries and the non-guarantor subsidiaries as of December 31, 2006 and March 31, 2007 and for the three months ended March 31, 2007 and 2006. Such information is presented as Note 21 in the Notes to Unaudited Financial Statements. This does not represent a restatement of our previously filed Financial Statements.

A copy of the amended Item 1 for our Form 10-Q for the quarter ended March 31, 2007 is filed herewith as Exhibit 99.

Item 9.01 Financial Statements and Exhibits

d) Exhibit
(99) Registrant's Amended Item 1 to Form 10-Q for the quarter ended March 31, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHEMED CORPORATION

Dated: August 8, 2007

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

Arthur V. Tucker, Jr.
Vice President and Controller

CHEMED CORPORATION AND
SUBSIDIARY COMPANIES

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements
CHEMED CORPORATION AND SUBSIDIARY COMPANIES
UNAUDITED CONSOLIDATED BALANCE SHEET
(in thousands except share and per share data)

	March 31, 2007	December 31, 2006
ASSETS		
Current assets		
Cash and cash equivalents	$ 30,137	$ 29,274
Accounts receivable less allowances of $10,392 (2006 - $10,180)	85,211	93,086
Inventories	6,752	6,578
Current deferred income taxes	21,595	17,789
Current assets of discontinued operations	-	5,418
Prepaid expenses and other current assets	9,110	9,968
Total current assets	152,805	162,113
Investments of deferred compensation plans held in trust	27,736	25,713
Note receivable	14,701	14,701
Properties and equipment, at cost, less accumulated depreciation of $80,233 (2006 - $77,107)	69,295	70,140
Identifiable intangible assets less accumulated amortization of $14,211 (2006 - $13,201)	68,205	69,215
Goodwill	435,040	435,050
Noncurrent assets of discontinued operations	-	287
Other assets	16,194	16,068
Total Assets	$ 783,976	$ 793,287
LIABILITIES		
Current liabilities		
Accounts payable	$ 55,272	$ 49,744
Current portion of long-term debt	164	209
Income taxes	9,410	6,765
Accrued insurance	39,889	38,457
Accrued compensation	29,110	35,990
Current liabilities of discontinued operations	-	12,215
Other current liabilities	26,653	22,684
Total current liabilities	160,498	166,064
Deferred income taxes	24,970	26,301
Long-term debt	150,235	150,331
Deferred compensation liabilities	27,157	25,514
Other liabilities	5,382	3,716
Total liabilities	368,242	371,926
STOCKHOLDERS' EQUITY		
Capital stock - authorized 80,000,000 shares $1 par; issued 29,035,918 shares (2006 - 28,849,918 shares)	29,036	28,850

Paid-in capital	260,641	252,639
Retained earnings	234,914	215,517
Treasury stock - 3,735,608 shares (2006 - 3,023,635 shares), at cost	(111,293)	(78,064)
Deferred compensation payable in Company stock	2,436	2,419
Total Stockholders' Equity	415,734	421,361
Total Liabilities and Stockholders' Equity	$ 783,976	$ 793,287

See accompanying notes to unaudited financial statements.

Exhibit 99

CHEMED CORPORATION AND SUBSIDIARY COMPANIES
UNAUDITED CONSOLIDATED STATEMENT OF INCOME
(in thousands, except per share data)

	Three Months Ended March 31,	
	2007	2006
Continuing operations		
Service revenues and sales	$ 270,439	$ 243,921
Cost of services provided and goods sold (excluding depreciation)	188,247	176,035
Selling, general and administrative expenses	48,070	38,454
Depreciation	4,715	4,132
Amortization	1,315	1,296
Other operating income	(1,138)	-
Total costs and expenses	241,209	219,917
Income from operations	29,230	24,004
Interest expense	(3,742)	(5,345)
Loss on extinguishment of debt	-	(430)
Other income--net	869	1,495
Income before income taxes	26,357	19,724
Income taxes	(10,136)	(7,686)
Income from continuing operations	16,221	12,038
Discontinued operations, net of income taxes	-	177
Net income	$ 16,221	$ 12,215
Earnings Per Share		
Income from continuing operations	$ 0.63	$ 0.46
Net income	$ 0.63	$ 0.47
Average number of shares outstanding	25,716	26,044
Diluted Earnings Per Share		
Income from continuing operations	$ 0.62	$ 0.45
Net income	$ 0.62	$ 0.46
Average number of shares outstanding	26,162	26,723
Cash Dividends Per Share	$ 0.06	$ 0.06

See accompanying notes to unaudited financial statements.

CHEMED CORPORATION AND SUBSIDIARY COMPANIES
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS
(in thousands)

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2006
Cash Flows from Operating Activities		
Net income	$ 16,221	$ 12,215
Adjustments to reconcile net income to net cash provided/ (used) by operating activities:		
Depreciation and amortization	6,030	5,428
Noncash long-term incentive compensation	4,719	-
Provision for uncollectible accounts receivable	2,084	2,012
Amortization of debt issuance costs	455	444
Provision for deferred income taxes	(345)	(1,292)
Write off of unamortized debt issuance costs	-	430
Discontinued operations	-	(177)
Changes in operating assets and liabilities, excluding amounts acquired in business combinations		
Decrease in accounts receivable	5,275	19,638
Increase in inventories	(174)	(225)
Decrease in prepaid expenses and other current assets	858	901
Decrease in accounts payable and other current liabilities	(9,091)	(13,460)
Increase in income taxes	9,538	8,704
Increase in other assets	(2,102)	(1,917)
Increase in other liabilities	2,218	1,051
Excess tax benefit on share-based compensation	(611)	(3,289)
Other uses	(375)	(49)
Net cash provided by continuing operations	34,700	30,414
Net cash provided by discontinued operations	-	2,326
Net cash provided by operating activities	34,700	32,740
Cash Flows from Investing Activities		
Capital expenditures	(5,764)	(3,852)
Net uses from the sale of discontinued operations	(3,876)	(1,684)
Proceeds from sales of property and equipment	2,975	65
Business combinations, net of cash acquired	(62)	(384)
Other uses	(299)	(305)
Net cash used by investing activities	(7,026)	(6,160)
Cash Flows from Financing Activities		
Purchases of treasury stock	(24,199)	(2,318)
Increase in cash overdrafts payable	(1,608)	786
Dividends paid	(1,555)	(1,572)
Excess tax benefit on share-based compensation	611	3,289
Repayment of long-term debt	(141)	(84,497)
Issuance of capital stock, net of costs	130	2,360
Net increase in revolving line of credit	-	44,000
Debt issuance costs	-	(150)
Other sources/(uses)	(49)	57
Net cash used by financing activities	(26,811)	(38,045)
Increase/(Decrease) in Cash and Cash Equivalents	863	(11,465)
Cash and cash equivalents at beginning of year	29,274	57,133
Cash and cash equivalents at end of period	$ 30,137	$ 45,668

See accompanying notes to unaudited financial statements.

CHEMED CORPORATION AND SUBSIDIARY COMPANIES
Notes to Unaudited Financial Statements

1. Basis of Presentation

As used herein, the terms "We," "Company" and "Chemed" refer to Chemed Corporation or Chemed Corporation and its consolidated subsidiaries.

We have prepared the accompanying unaudited consolidated financial statements of Chemed in accordance with Rule 10-01 of SEC Regulation S-X. Consequently, we have omitted certain disclosures required under generally accepted accounting principles in the United States for complete financial statements. However, in our opinion, the financial statements presented herein contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our financial position, results of operations and cash flows. These financial statements are prepared on the same basis as and should be read in conjunction with the Consolidated Financial Statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2006. Certain 2006 amounts have been reclassified to conform with current period presentation in the balance sheet and statement of income primarily related to the presentation of the discontinued operations of our Phoenix hospice program.

2. Capital Stock Transactions

In July 2006, we announced a $50 million on-going stock repurchase program. Our previous stock repurchase program, approved in February 2000, had remaining authorization of $8 million. For the three months ended March 31, 2007 we repurchased 626,079 shares at a weighted average cost of $46.76 per share. There were no shares repurchased during the three months ended March 31, 2006.

On May 15, 2006, our shareholders approved an amendment to our Certificate of Incorporation increasing the number of authorized shares of capital stock from 40 million shares to 80 million shares.

3. Revenue Recognition

Both the VITAS segment and Roto-Rooter segment recognize service revenues and sales when the earnings process has been completed. Generally, this occurs when services are provided or products are delivered. VITAS recognizes revenue at the estimated realizable amount due from third-party payers. Medicare payments are subject to certain caps, as described further below.

We actively monitor each of our hospice programs, by provider number, as to their specific admission, discharge rate and median length of stay data in an attempt to determine whether they are likely to exceed the annual per-beneficiary Medicare cap ("Medicare cap"). Should we determine that revenues for a program are likely to exceed the Medicare cap based on projected trends, we attempt to institute corrective action to influence the patient mix or to increase patient admissions. However, should we project our corrective action will not prevent that program from exceeding its Medicare cap, we estimate the amount of revenue recognized during the period that will require repayment to the Federal government under the Medicare cap and record the amount as a reduction to patient revenue. The Medicare cap measurement period is from September 29 through September 28 of the following year for admissions and from November 1 through October 31 of the following year for revenue. As of the date of this filing for the 2007 measurement period, no programs have a required Medicare billing reduction. Our current estimates for the projected full year 2007 measurement period anticipate no programs with a Medicare cap billing limitation. Therefore, no revenue reduction for Medicare cap has been recorded for the quarter ended March 31, 2007. Additionally, we recorded approximately $472,000 in November and December 2006 related to estimated billing limitations for the 2007 measurement period. That amount was reversed during the first quarter of 2007.

4. Segments

Service revenues and sales and aftertax earnings by business segment are as follows (in thousands):

	Three months ended March 31, 2007	Three months ended March 31, 2006
Service Revenues and Sales		
VITAS	$ 184,049	$ 166,057
Roto-Rooter	86,390	77,864
Total	$ 270,439	$ 243,921
Aftertax Earnings		
VITAS	$ 14,987	$ 10,680
Roto-Rooter	9,486	7,201
Total	24,473	17,881
Corporate	(8,252)	(5,843)
Discontinued operations	-	177
Net income	$ 16,221	$ 12,215

5. Patient Care Notes Receivable

We have notes receivable of $14.7 million from Patient Care, Inc. related to our sale of this subsidiary in 2002. In February 2007, the parties amended the terms of the promissory notes receivable. The amended notes are due October 2009. The interest on the notes receivable is the higher of Patient Care's current floating rate plus 2% or 11.5% per year. Interest payments are due quarterly. As of March 31, 2007, Patient Care is current on all interest payments related to these notes.

6. Earnings per Share

Earnings per share are computed using the weighted average number of shares of capital stock outstanding. Earnings and diluted earnings per share for 2007 and 2006 are computed as follows (in thousands, except per share data):

	Income from Continuing Operations			Net Income		
For the Three Months Ended March 31,	Income	Shares	Earnings per Share	Income	Shares	Earnings per Share
2007						
Earnings	$ 16,221	25,716	$ 0.63	$ 16,221	25,716	$ 0.63
Dilutive stock options	-	386		-	386	
Nonvested stock awards	-	60		-	60	
Diluted earnings	$ 16,221	26,162	$ 0.62	$ 16,221	26,162	$ 0.62
2006						
Earnings	$ 12,038	26,044	$ 0.46	$ 12,215	26,044	$ 0.47
Dilutive stock options	-	590		-	590	
Nonvested stock awards	-	89		-	89	
Diluted earnings	$ 12,038	26,723	$ 0.45	$ 12,215	26,723	$ 0.46

7. Other Operating Income

During the first quarter of 2007, we completed the sale of Roto-Rooter's call center in Florida. The proceeds from the sale were approximately $3.0 million, which resulted in a pretax gain of $1.1 million. The gain was recorded in other income from operations in the accompanying consolidated statement of income.

8. Other Income -- Net

Other income -- net comprises the following (in thousands):

	Three months ended March 31, 2007	Three months ended March 31, 2006
Interest income	$ 767	$ 973
(Loss)/gain on trading investments of employee benefit trust	212	493
Other - net	(110)	29
Total other income	$ 869	$ 1,495

9. Other Current Liabilities

Other current liabilities as of March 31, 2007 and December 31, 2006 consist of the following (in thousands):

	2007	2006
Accrued legal settlements	$ 1,859	$ 1,889
Accrued divestiture expenses	2,618	2,612
Accrued Medicare cap estimate	9,503	3,373
Other	12,673	14,810
Total other current liabilities	$ 26,653	$ 22,684

Accrued Medicare cap as of March 31, 2007 includes $6.6 million related to our Phoenix program that was sold in November 2006. This amount was recorded in current liabilities from discontinued operations as of December 31, 2006.

10. 2002 Executive Long-Term Incentive Plan

In February 2007, we met the cumulative earnings target specified in the 2002 Long-Term Incentive Plan (LTIP) and on March 9, 2007, the Compensation/Incentive Committee of the Board of Directors approved a stock grant of 100,000 shares and the related allocation to participants. The pre-tax cost of the stock grant was $5.4 million and is included in selling, general and administrative expenses in the accompanying consolidated statement of income. No market price components of the LTIP were reached during the three months ended March 31, 2007 or 2006.

11. Long-term Debt and Extinguishment of Debt

On March 31, 2006, we repaid in full our $84.4 million term loan with JPMorgan Chase Bank. The term loan was paid with $40.4 million of cash on hand and the remainder with a draw on our revolving credit facility. At that time, we also amended the $175 million revolving credit facility with JPMorgan Chase Bank to reduce the commitment and annual fees and to reduce the floating interest rate by approximately 50 basis points. The interest rate of the amended revolving credit agreement is LIBOR plus 1.25%. The amended revolving credit facility also includes an "accordion" feature that allows us the opportunity to expand the facility by $50 million. In connection with the repayment of the term loan, we recorded a write-off of unamortized debt issuance costs of $430,000.

We are in compliance with all debt covenants as of March 31, 2007. We have issued $33.3 million in standby letters of credit as of March 31, 2007 mainly for insurance purposes. Issued letters of credit reduce our available credit under the revolving credit agreement. As of March 31, 2007, the Company has approximately $141.7 million of unused lines of credit available and eligible to be drawn down under its revolving credit facility, excluding the accordion feature.

See Note 19 for discussion of significant changes to our capitalization structure subsequent to March 31, 2007.

12. Loans Receivable from Independent Contractors

The Roto-Rooter segment sublicenses with approximately sixty-one independent contractors to operate certain plumbing repair and drain cleaning businesses in lesser-populated areas of the United States and Canada. As of March 31, 2007, we had notes receivable from its independent contractors totaling $1.8 million (December 31, 2006-$1.9 million). In most cases these loans are fully or partially secured by equipment owned by the contractor. The interest rates on the loans range from 5% to 8% per annum and the remaining terms of the loans range from two months to 5.4 years at March 31, 2007. During the quarter ended March 31, 2007, we recorded revenues of $5.4 million (2006-$5.0 million) and pretax profits of $2.5 million (2006-$2.0 million) from our independent contractors.

We have adopted the provisions of Financial Accounting Standards Board ("FASB") Interpretation No. 46R "Consolidation of Variable Interest Entities--an interpretation of Accounting Research Bulletin No. 51 (revised)" ("FIN 46R") relative to our contractual relationships with the independent contractors. FIN 46R requires the primary beneficiary of a Variable Interest Entity ("VIE") to consolidate the accounts of the VIE. We have evaluated our relationships with our independent contractors based upon guidance provided in FIN 46R and have concluded that some of the contractors who have loans payable to us may be VIE's. We believe consolidation, if required, of the accounts of any VIE's for which we might be the primary beneficiary would not materially impact our financial position, results of operations or cash flows.

13. Pension and Retirement Plans

All of the Company's plans that provide retirement and similar benefits are defined contribution plans. Expenses for the Company's pension and profit-sharing plans, ESOP's, excess benefit plans and other similar plans were $3.6 million and $2.4 million for the three months ended March 31, 2007 and 2006, respectively.

14. Litigation

Like other large California employers, our VITAS subsidiary faces allegations of purported class-wide wage and hour violations. It was party to a class action lawsuit filed in the Superior Court of California, Los Angeles County, in April of 2004 by Ann Marie Costa, Ana Jimenez, Mariea Ruteaya and Gracetta Wilson ("Costa"). This case alleged failure to pay overtime wages for hours worked "off the clock" on administrative tasks, including voicemail retrieval, time entry, travel to and from work, and pager response. This case also alleged VITAS failed to provide meal and break periods to a purported class of California nurses, home health aides and licensed clinical social workers. The case also sought payment of penalties, interest, and Plaintiffs' attorney fees. VITAS contested these allegations. During 2006, we reached a tentative settlement and on June 26, 2006, the court granted final approval of the settlement ($19.9 million).

VITAS is party to a class action lawsuit filed in the Superior Court of California, Los Angeles County, in September 2006 by Bernadette Santos, Keith Knoche and Joyce White ("Santos"). This case, filed by the Costa case Plaintiffs' counsel, makes similar allegations of failure to pay overtime and failure to provide meal and rest periods to a purported class of California admissions nurses, chaplains and sales representatives. The case likewise seeks payment of penalties, interest and Plaintiffs' attorney fees. VITAS contests these allegations. The lawsuit is in its early stage and we are unable to estimate our potential liability, if any, with respect to these allegations.

Regardless of outcome, defense of litigation adversely affects us through defense costs, diversion of our time and related publicity. In the normal course of business, we are a party to various claims and legal proceedings. We record a reserve for these matters when an adverse outcome is probable and the amount of the potential liability is reasonably estimable.

15. OIG Investigation

On April 7, 2005, we announced the Office of Inspector General ("OIG") for the Department of Health and Human Services served VITAS with civil subpoenas relating to VITAS' alleged failure to appropriately bill Medicare and Medicaid for hospice services. As part of this investigation, the OIG selected medical records for 320 past and current patients from VITAS' three largest programs for review. It also sought policies and procedures dating back to 1998 covering admissions, certifications, recertifications and discharges. During the third quarter of 2005 and again in May 2006, the OIG requested additional information from us. A qui tam complaint has been filed in U.S. District Court for the Southern District of Florida. We are conferring with the U.S. Attorney regarding our defenses to the complaint allegations. The U.S. Attorney has not decided whether to intervene in the qui tam action. We have incurred pretax expense related to complying with OIG requests and defending the litigation of $66,000 and $132,000 for the three months ended March 31, 2007 and 2006, respectively.

The government continues to investigate the complaint's allegations, against which VITAS is presently defending. We are unable to predict the outcome of this matter or the impact, if any, that the investigation may have on the business, results of operations, liquidity or capital resources. Regardless of outcome, responding to the subpoenas and defending the litigation can adversely affect us through defense costs, diversion of our time and related publicity.

16. Related Party Agreement

In October 2004, VITAS entered into a pharmacy services agreement ("Agreement") with Omnicare, Inc. ("OCR") whereby OCR will provide specified pharmacy services for VITAS and its hospice patients in geographical areas served by both VITAS and OCR. The Agreement has an initial term of three years that renews automatically thereafter for one-year terms. Either party may cancel the Agreement at the end of any term by giving written notice at least 90 days prior to the end of said term. In June 2004, VITAS entered into a pharmacy services agreement with excelleRx. The agreement has a one-year term and automatically renews unless either party provides a 90-day written termination notice. Subsequent to June 2004, OCR acquired excelleRx. Under both agreements, VITAS made purchases of $8.2 million and $6.7 for three months ended March 31, 2007 and 2006, respectively and has accounts payable of $3.6 million at March 31, 2007. Mr. E. L. Hutton is non-executive Chairman of the Board and a director of the Company and OCR. Mr. Joel F. Gemunder, President and Chief Executive Officer of OCR, Mr. Charles H. Erhart, Jr. and Ms. Sandra Laney are directors of both OCR and the Company. Mr. Kevin J. McNamara, President, Chief Executive Officer and a director of the Company, is a director emeritus of OCR. We believe that the terms of these agreements are no less favorable to VITAS than we could negotiate with an unrelated party.

17. Cash Overdrafts Payable

Included in accounts payable at March 31, 2007 are cash overdrafts payable of $9.0 million (December 31, 2006 - $10.6 million).

18. Uncertain Tax Positions

On January 1, 2007, we adopted FASB Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement 109", which prescribes a comprehensive model for how to recognize, measure, present and disclose in financial statements uncertain tax positions taken or expected to be taken on a tax return. Upon adoption of FIN 48, the financial statements reflect expected future tax consequences of such uncertain positions assuming the taxing authorities' full knowledge of the position and all relevant facts. FIN 48 also revises disclosure requirements and introduces an annual, tabular roll-forward of the unrecognized tax benefits.

The cumulative effect upon adoption of FIN 48 was to reduce our accrual for uncertain tax positions by approximately $4.7 million, which has been recorded in retained earnings as of January 1, 2007 in the accompanying consolidated balance sheet. After adoption, we had approximately $1.2 million in unrecognized tax benefits. The majority of this amount would affect our effective tax rate, if recognized in a future period. The years ended December 31, 2003 and forward remain open for review for Federal income tax purposes at Chemed and Roto-Rooter. For VITAS, fiscal years beginning after February 24, 2004 (the date of acquisition) remain open for review for Federal income tax purposes. The earliest open year relating to any of our material state jurisdictions is the fiscal year ended December 31, 2002. During the next twelve months, we anticipate that the amount of unrecognized tax benefits will decrease by approximately $150,000 to $200,000 in total due to normal quarterly provisions and releases upon expiration of certain statutes of limitation.

As permitted by FIN 48, we reclassified interest related to our accrual for uncertain tax positions to separate interest accounts. We believe this change in accounting method is preferable as it more accurately classifies the impact of interest in our consolidated balance sheet and consolidated statement of income. As of March 31, 2007, we have approximately $166,000 accrued in interest related to uncertain tax positions. These accruals are included in other current liabilities in the accompanying consolidated balance sheet. For the three months ended March 31, 2007, we have recorded approximately $14,000 for interest related to uncertain tax positions in interest expense in the accompanying consolidated statement of income.

19. Subsequent Events

On April 4, 2007, we issued a contingent bond redemption notice regarding the $150 million, 8 3/4% senior notes due in 2011. The redemption is being made pursuant to the terms of the indenture dated February 24, 2004 at a redemption price of 104.375% of the principal amount plus accrued but unpaid interest. This redemption notice was contingent upon the completion of the new credit facility discussed in the next paragraph. The senior notes are redeemable on or after May 4, 2007. We expect to write-off approximately $4.8 million in deferred debt costs related to the senior notes. We will also incur a $6.5 million charge related to the 4.375% premium to be paid upon redemption. These amounts will be recorded in the second quarter of 2007.

On May 2, 2007, we entered into a new senior secured credit facility with JPMorgan Chase Bank (the "2007 Facility") to replace our existing credit facility. The 2007 Facility includes a $100 million term loan, a $175 million revolving credit facility and a $100 million expansion feature. The facility has a 5-year maturity with principal payments on the term loan due quarterly and on the revolving credit facility due at maturity. Interest is payable quarterly at a floating rate equal to our choice of various indexes plus a specified margin based on our leverage ratio. The interest rate at the inception of the agreement is LIBOR plus

0.875%. In connection with replacing our existing credit facility, we will write-off approximately $2.3 million in the second quarter of 2007 related to deferred debt costs.

On April 26, 2007, our Board of Directors authorized a $150 million stock repurchase program. Our $50 million stock repurchase program, authorized in July 2006, has approximately $13.6 million remaining as of March 31, 2007.

20. Recent Accounting Statements

In February 2007, the FASB issued Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159"), which permits an entity to measure certain financial assets and financial liabilities at fair value. Entities that elect the fair value option will report unrealized gains and losses in earnings at each reporting date. The fair value option may be elected on an instrument-by-instrument basis, with a few exceptions, as long as it is applied to the entire instrument. The fair value election is irrevocable unless a new election date occurs. SFAS 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. We are currently evaluating the impact SFAS 159 will have on our financial condition and results of operations, if any.

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements" ("SFAS 157"), which addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under generally accepted accounting principles (GAAP). It sets a common definition of fair value to be used throughout GAAP. The new standard is designed to make the measurement of fair value more consistent and comparable and improve disclosures about those measures. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. We are currently evaluating the impact SFAS 157 will have on our financial condition and results of operations.

21. Guarantor Subsidiaries -Subsequent Event

Our 1.875% Senior Convertible Notes issued on May 14, 2007, as described in our Form 10-Q filing for the quarter ended June 30, 2007, are fully and unconditionally guaranteed on an unsecured, joint and severally liable basis by certain of our 100% owned subsidiaries. The equity method has been used with respect to the parent company's (Chemed) investment in subsidiaries. No consolidating adjustments column is presented for the condensed consolidating statement of cash flow since there were no significant consolidating adjustments for the periods presented. The following unaudited, condensed, consolidating financial data presents the composition of the parent company, the guarantor subsidiaries and the non-guarantor subsidiaries as of March 31, 2007 and December 31, 2006 and for the periods ended March 31, 2007 and 2006 (in thousands):

Condensed Consolidating Balance Sheet

March 31, 2007	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS					
Cash and cash equivalents	$ 25,767	$ (1,543)	$ 5,913	$ -	$ 30,137
Accounts receivable, less allowances	1,891	82,744	576	-	85,211
Intercompany receivables	59,884	-	-	(59,884)	-
Inventories	-	6,174	578	-	6,752
Current deferred income taxes	1,504	19,905	186	-	21,595
Prepaid expenses and other current assets	798	8,227	85	-	9,110
Total current assets	89,844	115,507	7,338	(59,884)	152,805
Investments of deferred compensation plans held in trust	12,918	14,818	-	-	27,736
Note receivable	14,701	-	-	-	14,701
Properties and equipment, at cost, less accumulated depreciation	4,548	62,961	1,786	-	69,295
Identifiable intangible assets less accumulated amortization	-	68,204	1	-	68,205
Goodwill	-	430,681	4,359	-	435,040
Other assets	12,833	2,654	707	-	16,194
Investments in subsidiaries	454,592	9,415	-	(464,007)	-
Total assets	$ 589,436	$ 704,240	$ 14,191	$ (523,891)	$ 783,976
LIABILITIES AND STOCKHOLDERS' EQUITY					
Accounts payable	$ 6,244	$ 48,531	$ 497	$ -	$ 55,272
Intercompany payables	-	57,829	2,055	(59,884)	-
Current portion of long-term debt	-	164	-	-	164
Income taxes	(1,884)	10,426	868	-	9,410
Accrued insurance	2,824	37,065	-	-	39,889
Accrued salaries and wages	1,222	27,336	552	-	29,110
Other current liabilities	6,351	20,074	228	-	26,653
Deferred income taxes	(7,381)	31,945	406	-	24,970
Long-term debt	150,000	235	-	-	150,235
Deferred compensation liabilities	13,048	14,109	-	-	27,157
Other liabilities	3,278	1,934	170	-	5,382
Stockholders' equity	415,734	454,592	9,415	(464,007)	415,734
Total liabilities and stockholders' equity	$ 589,436	$ 704,240	$ 14,191	$ (523,891)	$ 783,976

December 31, 2006	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS					
Cash and cash equivalents	$ 25,258	$ (1,314)	$ 5,330	$ -	$ 29,274
Accounts receivable, less allowances	1,547	91,065	474	-	93,086
Intercompany receivables	84,784	-	-	(84,784)	-
Inventories	-	6,169	409	-	6,578
Current deferred income taxes	(117)	17,591	315	-	17,789
Current assets of discontinued operations	-	5,418	-	-	5,418
Prepaid expenses and other current assets	809	9,087	72	-	9,968
Total current assets	112,281	128,016	6,600	(84,784)	162,113
Investments of deferred compensation plans held in trust	12,214	13,499	-	-	25,713
Note receivable	14,701	-	-	-	14,701
Properties and equipment, at cost, less accumulated depreciation	6,412	62,023	1,705	-	70,140
Identifiable intangible assets less accumulated amortization	-	69,213	2	-	69,215
Goodwill	-	430,671	4,379	-	435,050
Noncurrent assets of discontinued operations	-	287	-	-	287
Other assets	12,845	2,514	709	-	16,068
Investments in subsidiaries	430,399	8,628	-	(439,027)	-
Total assets	$ 588,852	$ 714,851	$ 13,395	$ (523,811)	$ 793,287
LIABILITIES AND STOCKHOLDERS' EQUITY					
Accounts payable	$ (189)	$ 49,502	$ 431	$ -	$ 49,744
Intercompany payables	-	84,036	748	(84,784)	-
Current portion of long-term debt	-	209	-	-	209
Income taxes	(5,906)	11,680	991	-	6,765
Accrued insurance	2,938	35,519	-	-	38,457
Accrued salaries and wages	2,530	32,731	729	-	35,990
Current liabilities of discontinued operations	-	12,215	-	-	12,215
Other current liabilities	9,568	11,715	1,401	-	22,684
Deferred income taxes	(6,946)	32,780	467	-	26,301
Long-term debt	150,000	331	-	-	150,331
Deferred compensation liabilities	12,247	13,267	-	-	25,514
Other liabilities	3,249	467	-	-	3,716
Stockholders' equity	421,361	430,399	8,628	(439,027)	421,361
Total liabilities and stockholders' equity	$ 588,852	$ 714,851	$ 13,395	$ (523,811)	$ 793,287

For the period ended March 31, 2007	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net sales and service revenues	$ -	$ 264,295	$ 6,144	$ -	$ 270,439
Cost of services provided and goods sold	-	185,105	3,142	-	188,247
Selling, general and administrative expenses	5,645	41,204	1,221	-	48,070
Depreciation	122	4,448	145	-	4,715
Amortization	305	1,010	-	-	1,315
Other income - net	(1,138)	-	-	-	(1,138)
Total costs and expenses	4,934	231,767	4,508	-	241,209
Income/(loss) from operations	(4,934)	32,528	1,636	-	29,230
Interest expense	(3,623)	(119)	-	-	(3,742)
Other income/(expense) - net	5,106	(4,284)	47	-	869
Income/(loss) before income taxes	(3,451)	28,125	1,683	-	26,357
Income tax (provision)/ benefit	1,351	(10,789)	(698)	-	(10,136)
Equity in net income of subsidiaries	18,321	985	-	(19,306)	-
Net income	$ 16,221	$ 18,321	$ 985	$ (19,306)	$ 16,221

For the period ended March 31, 2006	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Continuing Operations					
Net sales and service revenues	$ -	$ 239,142	$ 4,779	$ -	$ 243,921
Cost of services provided and goods sold	-	173,581	2,454	-	176,035
Selling, general and administrative expenses	2,549	34,820	1,085	-	38,454
Depreciation	136	3,855	141	-	4,132
Amortization	292	1,003	1	-	1,296
Total costs and expenses	2,977	213,259	3,681	-	219,917
Income/(loss) from operations	(2,977)	25,883	1,098	-	24,004
Interest expense	(5,141)	(184)	(20)	-	(5,345)
Loss on extinguishment of debt	(430)	-	-	-	(430)
Other income/(expense) - net	5,702	(4,222)	15	-	1,495
Income/(loss) before income taxes	(2,846)	21,477	1,093	-	19,724
Income tax (provision)/ benefit	1,051	(8,260)	(477)	-	(7,686)
Equity in net income of subsidiaries	14,010	616	-	(14,626)	-
Income from continuing operations	12,215	13,833	616	(14,626)	12,038
Discontinued Operations	-	177	-	-	177
Net income	$ 12,215	$ 14,010	$ 616	$ (14,626)	$ 12,215

For the period ended March 31, 2007

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
Cash Flow from Operating Activities:				
Net cash provided/(used) by operating activities	$ (2,304)	$ 37,437	$ (433)	$ 34,700
Cash Flow from Investing Activities:				
Capital expenditures	(68)	(5,459)	(237)	(5,764)
Business combinations, net of cash acquired	-	(62)	-	(62)
Net payments from sale of discontinued operations	(137)	(3,739)	-	(3,876)
Proceeds from sale of property and equipment	2,962	10	3	2,975
Other uses - net	(232)	(67)	-	(299)
Net cash provided/ (used) by investing activities	2,525	(9,317)	(234)	(7,026)
Cash Flow from Financing Activities:				
Increase/(decrease) in cash overdrafts payable	394	(2,002)	-	(1,608)
Change in intercompany accounts	24,899	(26,206)	1,307	-
Dividends paid to shareholders	(1,555)	-	-	(1,555)
Purchases of treasury stock	(24,199)	-	-	(24,199)
Proceeds from exercise of stock options	130	-	-	130
Realized excess tax benefit on share based compensation	611	-	-	611
Repayment of long-term debt	-	(141)	-	(141)
Other sources and uses - net	8	-	(57)	(49)
Net cash provided/ (used) by financing activities	288	(28,349)	1,250	(26,811)
Net increase/(decrease) in cash and cash equivalents	509	(229)	583	863
Cash and cash equivalents at beginning of year	25,258	(1,314)	5,330	29,274
Cash and cash equivalents at end of period	$ 25,767	$ (1,543)	$ 5,913	$ 30,137

For the period ended March 31, 2006

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
Cash Flow from Operating Activities:				
Net cash provided/(used) by operating activities	$ (20,447)	$ 52,636	$ 551	$ 32,740
Cash Flow from Investing Activities:				
Capital expenditures	(51)	(3,635)	(166)	(3,852)
Business combinations, net of cash acquired	-	(384)	-	(384)
Net payments from sale of discontinued operations	(1,684)	-	-	(1,684)
Proceeds from sale of property and equipment	31	34	-	65
Other uses - net	(157)	(148)	-	(305)
Net cash used by investing activities	(1,861)	(4,133)	(166)	(6,160)
Cash Flow from Financing Activities:				
Increase/(decrease) in cash overdrafts payable	(226)	1,012	-	786
Change in intercompany accounts	48,633	(48,680)	47	-
Dividends paid to shareholders	(1,572)	-	-	(1,572)
Purchases of treasury stock	(2,318)	-	-	(2,318)
Proceeds from exercise of stock options	2,360	-	-	2,360
Realized excess tax benefit on share based compensation	3,289	-	-	3,289
Net increase in revolving credit facility	44,000	-	-	44,000
Debt issuance costs	(150)	-	-	(150)
Repayment of long-term debt	(84,363)	(134)	-	(84,497)
Other sources - net	26	31	-	57
Net cash provided/ (used) by financing activities	9,679	(47,771)	47	(38,045)
Net increase/(decrease) in cash and cash equivalents	(12,629)	732	432	(11,465)
Cash and cash equivalents at beginning of year	54,871	(1,419)	3,681	57,133
Cash and cash equivalents at end of period	$ 42,242	$ (687)	$ 4,113	$ 45,668

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Chemed Corporation
(Registrant)

Dated:	May 2, 2007	By:	Kevin J. McNamara Kevin J. McNamara (President and Chief Executive Officer)
Dated:	May 2, 2007	By:	David P. Williams David P. Williams (Vice President and Chief Financial Officer)
Dated:	May 2, 2007	By:	Arthur V. Tucker, Jr. Arthur V. Tucker, Jr. (Vice President and Controller)