FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	DVAL							
OMB Number:	3235-0287							
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* <u>TUCKER ARTHUR V JR</u>						2. Issuer Name and Ticker or Trading Symbol CHEMED CORP [ CHE ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
						CHEMED COIN [ CHE ]								Dire		tor	10% C	)wner		
,																er (give title		(specify		
(Last)	(Firs	et) (N	1iddle)		3. Da	3. Date of Earliest Transaction (Month/Day/Year)								X	belov	v)	below)			
` '	•	,	iluule)		02/17/2017										vi	ce presiden	t & controller	:		
2600 CHE	MED CEN	TER				32,27,2327										•				
255 EAST																				
						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)														X	Form	filed by One	Poporting Porc	on		
CINCINNATI OH 45202														/ ' °						
															Form filed by More than One Reportir Person					
															FCIS	JII				
(City)	(Sta	te) (Z	ip)																	
		Table	l - No	n-Deriva	ative	Secu	ıritie	s Acq	juired,	Dis	posed o	f, or B	enefic	cially	Owne	ed				
1. Title of Se	curity (Instr.	. 3)		2. Transa	ction	2A.	Deeme	ed	3.		4. Securiti	ired (A)	or	or 5. Amount		6. Ownership	7. Nature			
	Date	ate		Execution Date,		Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4			4 and Secu Bene			Form: Direct	of Indirect Beneficial					
				(Month/Day/Yea		ear) if any (Month/Day/Year)		8)	ınstr.	5)				Following	(D) or Indirect (I) (Instr. 4)	Ownership				
						1,		, ,	F -			1400			Reported Transaction(s)		(,, (,	(Instr. 4)		
									Code	v	Amount	(A) (D)	or Pri	ce		and 4)				
capital sto	2017				<b>M</b> <sup>(1)</sup>		854	A	\$1	72.6	4,088		D							
capital stock 02/17						/2017					1,088	A	\$1	72.6	5	,176	D			
•						/2017					630	+-		72.6	4.527					
capital stock 02/17/2						2017					639	I	\$   \$1	72.6	4,537		D			
capital stock 02/17/2						2017					471	Г	\$1	72.6	4,066		D			
		Tal	ble II - I	Derivati	ve Se	curi	ties /	Acqui	ired, D	ispo	sed of,	or Ber	neficia	lly O	wned					
			(	e.g., pu	ıts, ca	alls, v	warra	ants,	option	s, c	onvertib	le sec	urities	s)						
1. Title of 2. 3. Transaction 3A. Deemed					4.		5. Number		6. Date Exercisabl		sable and	able and 7. Title and			rice of	9. Number o	f 10.	11. Nature		
Derivative Conversion Date Exec			Execution	n Date,	Transa				Expiration			Amount of			ivative	derivative	Ownership	of Indirect Beneficial		
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any (Month/E	Day/Year)	Code ( 8)	Instr.	Derivative Securities Acquired (A) or Disposed of (D)		(Month/D	ay/Ye	ear)	Securities Underlying Derivative			urity tr. 5)	Securities Beneficially Owned Following	Form: Direct (D)	Ownership (Instr. 4)		
(111311. 3)	Derivative				u,									(""	,u. 5,		or Indirect			
	Security												y (Instr.	3			(I) (Instr. 4)			
												and 4)		1		Reported Transaction(s)	(e)			
						(Instr. 3, 4									(Instr. 4)	(3)				
						and 5)							_							
													Amour	nt						
													or							
									Date		Expiration		Numbe	inbei						
					Code	V	(A)		Exercisa		Date	Title	Shares	<u> </u>						
performance stock units	(5)	02/17/2017			M			724	(6)		(6)	capital stock	724		0.00	2,624	D			
performance	(5)	02/17/2017			М			532	(6)		(6)	capital	532	-	0.00	2,092	D			

## Explanation of Responses:

- 1. The number of performance share units ("PSU's") that vested was based on the Company's achieving adjusted earnings per share growth rate for the period January 1, 2014 through December 31, 2016. The actual performance of 8.23% yielded an award of 115.4% of target; including the reinvestment of dividends paid during such period, the award is 118.0% of target.
- 2. The number of PSU's that vested was based on the Company's achieving relative total shareholder returns for the period January 1, 2014 through December 31, 2016, compared to a defined peer group of companies. The Company's performance ranked in the 91st percentile of that group, yielding an award of 200%; including the reinvestment of dividends paid during such period, the award is 204.6% of target.
- 3. Shares withheld to satisfy tax obligations in connection with vesting of PSU's.
- 4. stock award tax obligation
- 5. Each PSU reflects the contingent right to receive a variable number of shares of capital stock based on achieving performance goals. PSU's were settled in shares on their scheduled vesting date as determined by the Compensation Committee.
- 6. PSU's awarded November 7, 2014 vest based on achievement of performance targets over a period of January 1, 2014 to December 31, 2016. The determination of the performance level was to be made by March 15, 2017.

## Remarks:

Arthur V. Tucker, Jr.

02/20/2017

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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