Dallob Naomi C
Form 4
November 07, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dallob Naomi C

(Last) (First) (Middle)

255 EAST FIFTH STREET, SUITE 2600

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHEMED CORP [CHE]

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP and Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
capital stock	11/06/2018		M		4,833	A	$ 135.85	11,122	D	
capital stock	11/06/2018		M		2,866	A	$ 231.91	13,988	D	
capital stock	11/06/2018		F(1)		5,752	D	$ 307.91	8,236	D	
capital stock	11/07/2018		M		3,200	A	$ 157.36	11,436	D	
capital stock	11/07/2018		F(1)		2,291	D	$ 312.83	9,145	D	

capital stock	11/07/2018		S	5,500	D	$ 317.23	3,645	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock option(right to buy with tandem tax withholding)	$ 135.85	11/06/2018		M			4,833	(2)	11/04/2021	capital stock	4,833	S
stock option(right to buy with tandem tax withholding)	$ 231.91	11/06/2018		M			2,866	(3)	11/03/2022	capital stock	2,866	S
stock option(right to buy with tandem tax withholding)	$ 157.36	11/07/2018		M			3,200	(4)	11/06/2020	capital stock	3,200	S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dallob Naomi C 255 EAST FIFTH STREET SUITE 2600			VP and Chief Legal Officer	

CINCINNATI, OH 45202

Signatures

Naomi C. Dallob	11/07/2018
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) Payment of purchase price and tax obligation on stock option exercise.

(2) Vesting in three equal annual installments commencing 11/04/2017

(3) Vesting in three equal annual installments commencing 11/03/2018

(4) vesting in three equal annual installments commencing 11/6/2016.

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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