

CHEMED CORP  
Form 4  
November 12, 2013

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUTTON THOMAS C**

(Last) (First) (Middle)  
  
1270 AVENUE OF THE AMERICAS, SUITE 1905  
  
(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
vice president

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| capital stock                   |                                      |  |                                |   | 31,102  | D  |  |
| capital stock                   |                                      |  |                                |   | 3,026   | I  | by spouse                                  |
| capital stock                   |                                      |  |                                |   | 6,058   | I  | by son                                     |
| capital stock                   |                                      |  |                                |   | 6,070   | I  | by daughter                                |
| capital stock                   |                                      |  |                                |   | 5,900   | I  | by son                                     |

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

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| stock option(right to buy with tandem tax withholding) | \$ 70.3  | 11/08/2013                           |  | A                              | 4,439   | <u>(1)</u> 11/08/2023                                    | capital stock   | 4,439                         |
| performance stock units                                | <u>(2)</u>   | 11/08/2013                           |  | A                              | 832   | <u>(3)</u> <u>(3)</u>                                    | capital stock   | 832                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| HUTTON THOMAS C<br>1270 AVENUE OF THE AMERICAS<br>SUITE 1905<br>NEW YORK, NY 10020 | X             |           | vice president |       |

## Signatures

Thomas C. Hutton 11/11/2013

\*\*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).

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- (1) Vesting in three equal annual installments commencing 11/8/2014.
- (2) each performance stock unit represents a contingent right to receive one share of Chemed capital stock  
performance stock units vest based on the extent to which the Company achieves certain performance targets over a performance period
- (3) of January 1, 2013-December 31, 2015. The determination of the performance level is to be made by March 15, 2016 and earned shares to be delivered thereafter

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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