

WILLIAMS DAVID PATRICK
Form 4
May 12, 2005

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 *
WILLIAMS DAVID PATRICK

(Last) (First) (Middle)
2600 CHEMED CENTER, 255
EAST FIFTH STREET
(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)
05/12/2005

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 & CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
capital stock	05/12/2005		M		1,500	A	\$ 32.19
capital stock	05/12/2005		M		3,000	A	\$ 38.75
capital stock	05/12/2005		M		2,000	A	\$ 35.94
capital stock	05/12/2005		M		4,000	A	\$ 39.13
capital stock	05/12/2005		M		12,000	A	\$ 32.19

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capital stock	05/12/2005	F ⁽¹⁾	13,580	D	\$ 79.8	23,693	D	
capital stock						800	I	by IRA

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option(right to buy with tandem tax withholding)	\$ 32.19	05/12/2005		M	1,500	11/15/1995	05/15/2005	capital stock	1,500
stock option(right to buy with tandem tax withholding)	\$ 38.75	05/12/2005		M	3,000	11/20/1996	05/20/2006	capital stock	3,000
stock option(right to buy with tandem tax withholding)	\$ 35.94	05/12/2005		M	2,000	11/19/1997	05/19/2007	capital stock	2,000
stock option(right to buy with tandem tax withholding)	\$ 39.13	05/12/2005		M	4,000	09/04/1998	03/04/2008	capital stock	4,000
stock option(right to buy with	\$ 32.19	05/12/2005		M	12,000	11/17/1999	05/17/2009	capital stock	12,000

tandem tax
withholding)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS DAVID PATRICK 2600 CHEMED CENTER 255 EAST FIFTH STREET CINCINNATI, OH 45202			vice president & CFO	

Signatures

David P.
Williams

05/12/2005

__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.

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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