

HUTTON THOMAS C
Form 4
February 21, 2012

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2012

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

NEW YORK, NY 10020

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

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

(City) (State) (Zip)

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 | 02/17/2012 | | M | 3,000 A \$ 33.75 | 33,682 | D | |
| capital stock | 02/17/2012 | | M | 2,000 A \$ 38.13 | 35,682 | D | |
| capital stock | 02/17/2012 | | F ⁽¹⁾ | 3,598 D \$ 63.36 | 32,084 | D | |
| capital stock | 02/17/2012 | | A ⁽²⁾ | 710 A \$ 63.36 | 32,794 | D | |
| capital stock | | | | | 3,026 | I | by spouse |

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| | | | |
|---------------|-------|---|-------------|
| capital stock | 6,058 | I | by son |
| capital stock | 6,070 | I | by daughter |
| capital stock | 5,900 | I | by son |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title or Nu of Sha |
| stock option(right to buy with tandem tax withholding) | \$ 33.75 | 02/17/2012 | | M | 3,000 | 11/19/2008 05/19/2018 | capital stock 3, |
| stock option(right to buy with tandem tax withholding) | \$ 38.13 | 02/17/2012 | | M | 2,000 | 09/11/2005 03/11/2015 | capital stock 2, |
| stock option(right to buy with tandem tax withholding) | \$ 63.36 | 02/17/2012 | | A | 7,500 | 02/17/2013 ⁽³⁾ 02/17/2022 | capital stock 7, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUTTON THOMAS C
1270 AVENUE OF THE AMERICAS
SUITE 1905
NEW YORK, NY 10020

X

vice president

Signatures

Thomas C.
Hutton

02/21/2012

__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) award of restricted stock vesting in full 02/17/2016.
 - (3) exercisable in 3 equal annual installments commencing 2/17/2013.

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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