

CHEMED CORP

Form 4

February 23, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCNAMARA KEVIN J

(Last) (First) (Middle)

2600 CHEMED CENTER, 255
EAST 5TH 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)
02/19/2015

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) president and CEO

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	02/19/2015		F ⁽¹⁾		7,226	D	\$ 113.63
capital stock	02/19/2015		M		25,000	A	\$ 65.17
capital stock	02/19/2015		F ⁽²⁾		19,099	D	\$ 114.88
capital stock	02/19/2015		S		1,068	D	\$ 114.5
capital stock	02/20/2015		S		11,932	D	\$ 112.55

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
stock option(right to buy with tandem tax withholding)	\$ 65.17	02/19/2015		M	25,000	(3) 02/18/2021	capital stock 25,000
performance stock units	(4)	02/20/2015		A	3,094	(5) (5)	capital stock 3,094
performance stock units	(4)	02/20/2015		A	3,094	(6) (6)	capital stock 3,094

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNAMARA KEVIN J 2600 CHEMED CENTER 255 EAST 5TH STREET CINCINNATI, OH 45202	X		president and CEO	

Signatures

Kevin J.
McNamara
02/23/2015
**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) stock award tax obligation

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- (2) Payment of purchase price and tax obligation on stock option exercise.
- (3) vesting in three equal annual installments commencing 02/18/2012.
- (4) each performance stock unit represents a contingent right to receive one share of Chemed capital stock

The restricted stock units vest based on the extent to which the Company achieves certain Earnings per Share performance targets over a

- (5) performance period of January 1, 2015 through December 31, 2017 with the determination of such performance level to be made no later than March 15, 2018 and earned shares of Capital Stock to be delivered thereafter.

The restricted stock units vest based on the extent to which the Company achieves certain Total Shareholder Return performance targets

- (6) over a performance period of January 1, 2015 through December 31, 2017 with the determination of such performance level to be made no later than March 15, 2018 and earned shares of Capital Stock 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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