

Dallob Naomi C
 Form 4
 November 07, 2018

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 *
 Dallob Naomi 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)
 255 EAST FIFTH STREET, SUITE 2600

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

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

(Street)
 CINCINNATI, OH 45202

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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------|---|--|-----------------------------------|
| 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 | |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| stock option(right to buy with tandem tax withholding) | \$ 135.85 | 11/06/2018 | | M | 4,833 | <u>(2)</u> 11/04/2021 | capital stock | 4,833 |
| stock option(right to buy with tandem tax withholding) | \$ 231.91 | 11/06/2018 | | M | 2,866 | <u>(3)</u> 11/03/2022 | capital stock | 2,866 |
| stock option(right to buy with tandem tax withholding) | \$ 157.36 | 11/07/2018 | | M | 3,200 | <u>(4)</u> 11/06/2020 | capital stock | 3,200 |

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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