

CHEMED CORP  
Form 3  
June 16, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
^ Westfall Nicholas Michael		(Month/Day/Year)	CHEMED CORP [CHE]	
(Last)	(First)	(Middle)	06/08/2016	
255 EAST FIFTH STREET, ^ SUITE 2600			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CINCINNATI, ^ OH ^ 45202			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Executive Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
capital stock	2,831	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
performance stock units	Â (1)	Â (1)	capital stock	482	\$ (2)	D	Â
performance stock units	Â (3)	Â (3)	capital stock	355	\$ (2)	D	Â
performance stock units	Â (4)	Â (4)	capital stock	354	\$ (2)	D	Â
performance stock units	Â (5)	Â (5)	capital stock	354	\$ (2)	D	Â
performance stock units	Â (6)	Â (6)	capital stock	790	\$ (2)	D	Â
stock option (right to buy with tandem tax withholding)	Â (7)	11/08/2023	capital stock	2,919	\$ 70.3	D	Â
stock option (right to buy with tandem tax withholding)	Â (8)	11/07/2024	capital stock	10,000	\$ 106.59	D	Â
stock option (right to buy with tandem tax withholding)	Â (9)	11/06/2020	capital stock	16,000	\$ 157.36	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westfall Nicholas Michael 255 EAST FIFTH STREET SUITE 2600 CINCINNATI, OH 45202	Â	Â	Â Executive Vice President	Â

## Signatures

Nicholas M. Westfall 06/16/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- The restricted stock units vest based on the extent to which the Company achieves certain Earnings per Share performance targets over a performance period of January 1, 2014 through December 31, 2016, with the determination of such performance level to be made no later than March 15, 2017 and earned shares of Capital Stock to be delivered thereafter.
- (1) performance period of January 1, 2014 through December 31, 2016, with the determination of such performance level to be made no later than March 15, 2017 and earned shares of Capital Stock to be delivered thereafter.
  - (2) each performance stock unit represents a contingent right to receive one share of Chemed capital stock

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(3) The restricted stock units vest based on the extent to which the Company achieves certain Total Shareholder Return performance targets over a performance period of January 1, 2014 through December 31, 2016, with the determination of such performance level to be made no later than March 15, 2017 and earned shares of Capital Stock to be delivered thereafter

(4) The restricted stock units vest based on the extent to which the Company achieves certain Earnings per Share performance targets 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.

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

(6) PSU's vest based on the extent to which the Company achieves certain performance targets over a performance period of January 1, 2016 - December 31, 2018. The determination of the performance level is to be made by March 15, 2019 and earned shares to be delivered thereafter

(7) Vesting in three equal annual installments commencing 11/8/2014.

(8) Vesting in three equal annual installments commencing 11/7/2015

(9) 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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