

CHEMED CORP  
Form 4  
November 15, 2016

**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 \*  
**LEE SPENCER S**

(Last) (First) (Middle)  
**2500 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)  
**11/14/2016**

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)  
executive vice president

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                   | 11/14/2016                           |  | S                              |   | 4,500   | D  | \$ 150.22                         |
| capital stock                   | 11/15/2016                           |  | M                              |   | 4,500   | A  | \$ 65.17                          |
| capital stock                   | 11/15/2016                           |  | M                              |   | 10,357  | A  | \$ 70.3                           |
| capital stock                   | 11/15/2016                           |  | F <sup>(1)</sup>               |   | 11,022  | D  | \$ 149.39                         |
|                                 |                                      |  |                                |   |   |  | 35,367                            |
|                                 |                                      |  |                                |   |   |  | 39,867                            |
|                                 |                                      |  |                                |   |   |  | 50,224                            |
|                                 |                                      |  |                                |   |   |  | 39,202                            |

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 Amount or Number of Shares                              |
| stock option(right to buy with tandem tax withholding) | \$ 65.17   | 11/15/2016                           |  | M                              | 4,500   | <u>(2)</u> 02/18/2021                                    | capital stock 4,500   |
| stock option(right to buy with tandem tax withholding) | \$ 70.3  | 11/15/2016                           |  | M                              | 10,357  | <u>(3)</u> 11/08/2023                                    | capital stock 10,357  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| LEE SPENCER S<br>2500 CHEMED CENTER<br>255 EAST 5TH STREET<br>CINCINNATI, OH 45202 |               |           | executive vice president |       |

## Signatures

Spencer S. Lee                      11/15/2016  
 \*\*Signature of                      Date  
 Reporting Person

## 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.

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(2) vesting in three equal annual installments commencing 02/18/2012.

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

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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