WALSH GEORGE J III

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

Form 5

February 14, 2012

OMB APPROVAL FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions

Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer WALSH GEORGE J III Symbol

CHEMED CORP [CHE] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle)

(Month/Day/Year) _X_ Director 10% Owner Officer (give title 12/31/2011 _ Other (specify below) below)

2600 CHEMED CENTER, Â 255 **EAST 5TH STREET**

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

> > Filed(Month/Day/Year)

(check applicable line)

CINCINNATI, OHÂ 45202

(State)

(Zin)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	Table 1 - 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 at end	6. Ownership Form: Direct (D) or Indirect (I)	ect Indirect Beneficial	
				Amount	(A) or (D)	Price	of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
capital stock	12/30/2011	Â	P(1)	123	A	\$ 51.61	5,803	D	Â
capital stock	Â	Â	Â	Â	Â	Â	410	I	spouse

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Securit	ies	(Instr. 5)
	Derivative		•		Securities			(Instr. 3	3 and 4)	
	Security				Acquired			Ì		
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					, ,					
								4	Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
						Entrication Date	Duic	(of	
					(A) (D)				Shares	

of D

Is Fi

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
WALSH GEORGE J III							
2600 CHEMED CENTER	ÂΧ	Â	â	â			
255 EAST 5TH STREET	АЛ	A	A	A			
CINCINNATI, OH 45202							

Signatures

George J. Walsh 02/14/2012

**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) correction due to computational error in holdings

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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