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CHEMED CORP  
Form 8-K  
February 23, 2005

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported):  
February 18, 2005

CHEMED CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

1-8351  
(Commission File Number)

31-0791746  
(I.R.S. Employer  
Identification  
Number)

2600 Chemed Center, 255 East 5th Street, Cincinnati, OH  
(Address of principal executive offices)

45202  
(Zip Code)

Registrant's telephone number, including area code:  
(513) 762-6900

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Item 1.02 Termination of a Material Definitive Agreement.

The Registrant announced February 18, 2005 that on February 18, 2005 it redeemed the entire \$110 million aggregate principal amount of its Floating Rate Senior Secured Notes ("Notes") due 2010 pursuant to the terms of its indenture dated February 24, 2004. Under the terms of the indenture, the Registrant paid a prepayment penalty of \$1.1 million. In addition, the Company will write off in the first quarter of 2005 approximately \$2.3 million of unamortized deferred debt issuance costs, incurred in connection with the issuance of the Notes in 2004.

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The Registrant's press release, dated May 18, 2004, is attached as an exhibit to this report.

Item 9.01 Financial Statements and Exhibits.

- c) Exhibits  
(99.1) Registrant's press release dated February 18, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHEMED CORPORATION

Dated: February 23, 2005  
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By: /s/ Arthur V. Tucker, Jr.  
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Arthur V. Tucker, Jr.  
Vice President and Controller