

Westfall Nicholas Michael
 Form 4
 December 12, 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 *
 Westfall Nicholas Michael

 (Last) (First) (Middle)
 255 EAST FIFTH STREET, SUITE 2600

 (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)
 12/11/2018

 4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Executive Vice President

 6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| capital stock | 12/12/2018 | | M | 12,000 A \$ 135.85 | 16,052 | D | |
| capital stock | 12/12/2018 | | M | 6,000 A \$ 157.36 | 22,052 | D | |
| capital stock | 12/11/2018 | | S | 5,709 D \$ 301.75 | 16,343 | D | |

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

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number.

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) | \$ 157.36 | 12/12/2018 | | M | 6,000 | <u>(1)</u> | 11/06/2020 | capital stock | 6,000 |
| stock option(right to buy with tandem tax withholding) | \$ 135.85 | 12/12/2018 | | M | 12,000 | <u>(2)</u> | 11/04/2021 | capital stock | 12,000 |

Reporting Owners

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

Signatures

Nicholas M. Westfall 12/12/2018

**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) vesting in three equal annual installments commencing 11/6/2016.

(2) Vesting in three equal annual installments commencing 11/04/2017

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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