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CHEMED CORP
 Form S-8
 May 15, 2006

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

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

Delaware
 (State or other jurisdiction of
 incorporation or organization)

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

2600 Chemed Center, Cincinnati, Ohio
 (Address of principal executive offices)

45202
 (Zip Code)

2006 STOCK INCENTIVE PLAN
 (Full title of the plan)

NAOMI C. DALLOB
 2600 Chemed Center, 255 East Fifth Street
 Cincinnati, Ohio 45202
 (Name and address of agent for service)

(513) 762-6900
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered | Amount to be registered* | Proposed maximum offering price per share** | Proposed maximum aggregate offering price** | Amount of registration fee |
|--|--------------------------|---|---|----------------------------|
| Capital Stock (Par value \$1 per share) | 3,000,000 shs. | \$ 56.39 | \$169,170,000 | \$ 18,101.19 |

*The number of shares being registered is the number of shares covered by the 2006 Stock Incentive Plan. In addition to such shares, this Registration Statement covers an indeterminate number of shares which, by reason of certain events specified in such Plan, may become subject to issuance thereunder.

**Estimated solely for the purpose of calculating registration fee. This amount is based on the average of the high and low price of a share of

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capital stock reported on the New York Stock Exchange on May 8, 2006.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission are incorporated by reference in this Registration Statement.

(1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005;

(2) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") for period since December 31, 2005;

(3) The Company's Proxy Statement dated April 11, 2006; and

(4) The "Description of Capital Stock" incorporated by reference in the Company's Registration Statement on Form S-3 filed on November 26, 1991, including any amendments or reports filed to update such description.

All documents filed by the Company pursuant to Section 13, 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date any such documents are filed.

Item 4. Description of Securities

N/A

Item 5. Interest of Named Experts and Counsel

Legal matters in connection with the issuance of the Company's Capital Stock offered hereby have been passed upon by Naomi C. Dallob, 2600 Chemed Center, 255 East 5th Street, Cincinnati, Ohio 45202. Ms. Dallob is Vice President and Secretary, and a stockholder of the Company.

Item 6. Indemnification of Directors and Officers

The Certificate of Incorporation and By-laws of the Company, and separate Indemnity Agreements, provide for the indemnification of each director and officer of the Company in connection with any claim, action, suit or proceeding brought or threatened by reason of his position with the Company. In addition, the General Corporation Law of the

II-1

State of Delaware ("Delaware Law") permits the Company to indemnify its directors, officers and others against judgments, fines, amounts paid in settlement and attorneys' fees resulting from various types of legal actions or proceedings if the actions of the party being indemnified meet the standards of conduct specified in the Delaware Law. The Company also maintains directors and officers liability insurance for the benefit of its directors and officers.

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Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or controlling persons of the Company pursuant to the provisions referred to above or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed

N/A

Item 8. Exhibits.

| Exhibit Number | Number Under Item 601 Regulation S-K | | Page Number or Incorporation by Reference File Number and Filing Date |
|-------------------|---|--|--|
| | | | |
| 4.1 | (4) | Certificate of Incorporation | Form S-3 Reg. No. 33-44177 11/26/91 |
| 4.2 | (4) | Amendment to Certificate of Incorporation | Form S-8 Reg. No. 333-109104 09/25/03 |
| 4.3 | (4) | Amendment to Certificate of Incorporation | Form S-4 Reg. No. 333-115668 5/20/04 |
| 4.4 | (4) | 2006 Stock Incentive Plan | 2006 Proxy Statement 4/11/06 |
| 4.5 | (4) | Form of Option Grant | Form 10-K 03/28/05 |
| 4.6 | (4) | Form of Restricted Stock Award | Form 10-K 03/28/05 |
| 5 | (5) | Opinion and Consent of Counsel | E-1 |
| 23 | (23) | Consent of Independent Accountants | E-2 |
| 24 | (24) | Powers of Attorney | E-3 through E-14 |

Item 9. Undertakings.

The undersigned registrant hereby undertakes (1) to file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to include

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any additional or changed material information on the plan of distribution; (2) for determining liability under the Securities Act of 1933, it will treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering; and (3) it will file a post-effective amendment to remove from registration any of the securities which remain unsold at the end of the offering.

For purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 ("Act") may be permitted to directors, officers or controlling persons of the Company pursuant to the provisions referred to above or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person against the Company in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on May 15, 2006.

CHEMED CORPORATION

By: /s/ Kevin J. McNamara

Kevin J. McNamara
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

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/s/ Kevin J. McNamara President and Chief Executive Officer May 15, 2006

 Kevin J. McNamara (Principal Executive Officer)

/s/ David P. Williams Vice President and Chief Financial Officer May 15, 2006

 David P. Williams (Principal Financial Officer)

/s/ Arthur V. Tucker Vice President and Controller May 15, 2006

 Arthur V. Tucker (Principal Accounting Officer)

| | | |
|-------------------------|----------------------|-----------|
| Edward L. Hutton* | Sandra E. Laney* | |
| Donald Breen, Jr.* | Timothy S. O'Toole* | |
| Charles H. Erhart, Jr.* | Donald E. Saunders* | |
| Joel F. Gemunder* | George J. Walsh III* | DIRECTORS |
| Patrick P. Grace* | Frank E. Wood* | |
| Thomas C. Hutton* | | |
| Walter L. Krebs* | | |

/s/ Naomi C. Dallob May 15, 2006

 Naomi C. Dallob
 Vice President and Secretary

 *Naomi C. Dallob signing her name hereto signs this document on behalf of each of the persons indicated above pursuant to powers of attorney duly executed, filed with the Securities and Exchange Commission.

/s/ Naomi C. Dallob

 Naomi C. Dallob, Attorney-in-Fact

INDEX TO EXHIBITS

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