

Witzeman Michael D  
Form 4  
February 20, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Witzeman Michael D

(Last) (First) (Middle)

2600 CHEMED CENTER, 255  
EAST FIFTH 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)

02/16/2018

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)  
vice president and controller

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| capital<br>stock                      | 02/16/2018                              |                                                             | M                                    |                                                                         | 432 <sup>(1)</sup>                                                                                                 | A<br>\$<br>256.29                                                    | 3,766<br>D                              |
| capital<br>stock                      | 02/16/2018                              |                                                             | M                                    |                                                                         | 540 <sup>(2)</sup>                                                                                                 | A<br>\$<br>256.29                                                    | 4,306<br>D                              |
| capital<br>stock                      | 02/16/2018                              |                                                             | F                                    |                                                                         | 292 <sup>(3)</sup>                                                                                                 | D<br>\$<br>256.29                                                    | 4,014<br>D                              |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |                    |                  |                                        |    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------------|--------------------|------------------|----------------------------------------|----|
|                                                     |                                                                       |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                       | Date<br>Exercisable                | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |    |
| performance<br>stock units                          | (4)                                                                   | 02/16/2018                              |                                                             | M                                    |                                                                                                                    | 265                                                            |                                                                           | (5)                                | (5)                | capital<br>stock | 265                                    | \$ |
| performance<br>stock units                          | (4)                                                                   | 02/16/2018                              |                                                             | M                                    |                                                                                                                    | 265                                                            |                                                                           | (5)                                | (5)                | capital<br>stock | 265                                    | \$ |
| performance<br>stock units                          | (6)                                                                   | 02/16/2018                              |                                                             | A                                    |                                                                                                                    | 590                                                            |                                                                           | (7)                                | (7)                | capital<br>stock | 590                                    | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| Witzeman Michael D<br>2600 CHEMED CENTER<br>255 EAST FIFTH STREET<br>CINCINNATI, OH 45202 | vice president and controller    |

## Signatures

Michael D.  
Witzeman 02/20/2018

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).

- The number of performance share units ("PSU's") that vested was based on the Company's achieving adjusted earnings per share growth
- (1) rate for the period January 1, 2015 through December 31, 2017. The actual performance of 11.79% yielded an award of 159.9% of target; including the reinvestment of dividends paid during such period, the award is 163.0% of target.
- (2) The number of PSU's that vested was based on the Company's achieving relative total shareholder returns for the period January 1, 2015 through December 31, 2017, compared to a defined peer group of companies. The Company's performance ranked in the 90th percentile

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of that group, yielding an award of 200%; including the reinvestment of dividends paid during such period, the award is 203.9% of target.

- (3) Shares withheld to satisfy tax obligations in connection with vesting of PSU's.
- (4) Each PSU reflects the contingent right to receive a variable number of shares of capital stock based on achieving performance goals. PSU's were settled in shares on their scheduled vesting date as determined by the Compensation Committee.
- (5) PSU's awarded February 20, 2015 vest based on achievement of performance targets over a period of January 1, 2015 to December 31, 2017. The determination of the performance level was to be made by March 15, 2018.
- (6) Each performance stock unit represents a contingent right to receive one share of Chemed Capital Stock
- (7) PSU's vest based on the extent to which the Company achieves certain performance targets over a period of January 1, 2018 to December 31, 2020. The determination of the performance level is to be made by March 15, 2021 and earned shares delivered thereafter.

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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