FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
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heck this box if no longer subject to
ection 16. Form 4 or Form 5
bligations may continue. See
atministra 1/b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person WILLIAMS DAVID PATRICK						CHEMED CORP [CHE]									k all appli Directo	cable) or	y r ci	10% Owner Other (specify	
(Last) (First) (Middle) 2600 CHEMED CENTER 255 EAST FIFTH STREET						3. Date of Earliest Transaction (Month/Day/Year) 02/18/2022									Officer (give title Delow) executive vice president & CI				·
(Street) CINCINN (City)		4	5202 (ip)		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table	l - No	n-Deriv	ative	Secu	rities	Acq	uired	, Dis	posed of	, or Be	neficia	illy	Owne	t			
Da				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)					curities Acquired (A) o osed Of (D) (Instr. 3, 4 a				es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)			Instr. 4)
capital stock 02/18/2					2022	022			M		1,291(1)	A \$459.7		.77	28,821			D	
capital stoc	ck			02/18/2	2022				M		841(2)	A	\$459.	29,662 D				D	
capital stoc	ek .			02/18/2	2022				F		933(3)	D	\$459.	59.77 28,729 D					
		Та	ble II ·								osed of, c				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed ion Date, n/Day/Year)	4. Transa Code (8)				6. Date Exer Expiration D (Month/Day/		ate	7. Title Amoun Securit Underly Derivat Securit and 4)	t of ies /ing	De Se	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares						
performance stock units	(4)	02/18/2022			М			639	(5	5)	(5)	capital stock	639		\$0.00	3,005		D	
performance stock units	(4)	02/18/2022			М			639	(5	5)	(5)	capital stock	639		\$0.00	2,366		D	

Explanation of Responses:

performance

- 1. The number of performance share units ("PSU's") that vested was based on the Company's achieving adjusted earnings per share growth rate for the period January 1, 2019 through December 31, 2021. The actual performance of 18.63% yielded an award of 200% of target; including the reinvestment of dividends paid during such period, the award is 202.0% 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, 2019 through December 31, 2021, compared to a defined peer group of companies. The Company's performance ranked in the 63rd percentile of that group, yielding an award of 130.26%; including the reinvestment of dividends paid during such period, the award is 131.6% of target.
- 3. Shares withheld to satisfy tax obligations in connection with vesting of PSU's.

02/18/2022

- 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 22, 2019 vest based on achievement of performance targets over a period of January 1, 2019 to December 31, 2021. The determination of the performance level was to be made by March 15, 2022.
- 6. Each performance stock unit represents a contingent right to receive one share of Chemed Capital Stock
- 7. Performance stock units vest based on the extent to which the Company achieves certain performance targets over a performance period of January 1, 2022 to December 31, 2024. The determination of the performance level is to be made by March 15, 2025 and earned shares to be delivered thereafter.

Remarks:

02/2<u>3/2022</u> David P. Williams

\$0.00

3.922

D

1,566

** Signature of Reporting Person Date

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

- * 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).

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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