FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)

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* <u>LEE SPENCER S</u>					2. Issuer Name and Ticker or Trading Symbol ROTO-ROOTER INC [RRR]									Check	all app	licable)		Owner (specify	
(Last) (First) (Middle) 2500 CHEMED CENTER 255 EAST FIFTH ST					3. Date of Earliest Transaction (Month/Day/Year) 03/17/2004									X	belov	v) ``			
(Street) CINCINI (City)			15202 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								5. Individual or Joint/Group Filing (Check Applicable ine) 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																		
Date			2. Transa Date (Month/D	Exe		2A. Deemed Execution Date, f any (Month/Day/Year)				ties Acquired (A) d Of (D) (Instr. 3, 4			4 and Se Be		ount of ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect t Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A (E	A) or D)	Price	- 1	Transaction(s) (Instr. 3 and 4)			(5 4)
Capital Stock 03/17				03/17/	7/2004						900		D	\$57.02		02 10,128 ⁽²⁾		D	
	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)	erivative Conversion Date Execution Date, ecurity or Exercise (Month/Day/Year) if any		Date,		ransaction of Code (Instr. Derivative		ative rities ired osed	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe		estr. 3	nt .			Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
Code V				(A)	(D)			Expiration Date	Title Of Share		ares								

Explanation of Responses:

- 1. Payment of tax obligation
- $2. \ Includes \ certain \ shares \ is sued \ 2/23/04 \ subject \ to \ restriction. \ As \ of \ 3/5/04, \ restriction \ eliminated.$

Spencer S. Lee 03/17/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.