FORM 4

obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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Check this box if no longer subject to Section 16. Form 4 or Form 5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
OMB Number:	3235-0287										
Estimated average burden											
hours per response:	0.5										

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					2. Issuer Name and Ticker or Trading Symbol CHEMED CORP [ CHE ]									neck all appl Direct	ationship of Reportin all applicable) Director Officer (give title		10% Ov	vner
	(Firs EMED CEN	TER	liddle)		3. Date of Earliest Transaction (Month/Day/Year) 02/17/2023  X Officer (give title below) below) executive vice president & CFO										·			
(Street) CINCINN (City)	IATI OH		5202 ip)		4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person										on			
		Table	I - No	n-Deriv	ative	Secu	rities	Acq	uired	l, Dis	posed of	, or Be	neficia	lly Owne	d			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da				Execution Date,		,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			Benefic	es ially Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
										v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(11150.4)
capital stock			02/17/2	023				М		1,040(1)	A	\$515.	12 24	24,565		D		
capital stock 02/17/2					2023	)23		M		592(2)	A	\$515.	12 25	,157		D		
capital stock 02/17/2				2023	023		F		714(3)	D	\$515.	12 24	,443		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)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Execution Date, (Month/Day/Year)   Execution Date, (Month/Day/Year)   Execution Date, Code (Instr. Price of Derivative   (Month/Day/Year)   Execution Date, Code (Instr. Price of Derivative   Exe				itive ities red sed	Expiration Date (Month/Day/Year) Se Un De				es ing ve r (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V		(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares					

## **Explanation of Responses:**

(4)

(4)

(6)

- 1. The number of performance share units ("PSUs") that vested was based on the Company's achieving adjusted earnings per share growth rate for the period January 1, 2020 through December 31, 2022. The actual performance of 12.67% yielded an award of 200% of target; including the reinvestment of dividends paid during such period, the award is 202% of target.
- 2. The number of PSUs that vested was based on the Company's achieving relative total shareholder returns for the period January 1, 2020 through December 31, 2022, compared to a defined peer group of companies. The Company's performance ranked in the 55.6th percentile of that group, yielding an award of 113.89%; including the reinvestment of dividends paid during such period, the award is 115% of target.
- 3. Shares withheld to satisfy tax obligations in connection with vesting of PSUs.

02/17/2023

02/17/2023

02/17/2023

4. Each PSU reflects the contingent right to receive a variable number of shares of capital stock based on achieving performance goals. PSUs were settled in shares on their scheduled vesting date as determined by the Compensation Committee.

515

515

1,602

(5)

(5)

(7)

- 5. PSUs awarded February 21, 2020 vest based on achievement of performance targets over a period of January 1, 2020 to December 31, 2022. The determination of the performance level was to be made by
- 6. Each performance stock unit represents a contingent right to receive one share of Chemed Capital Stock
- 7. Performance share units vest based on the extent to which the Company achieves certain performance targets over a performance period of January 1, 2023 to December 31, 2025. The determination of the performance level is to be made by March 15, 2026 and earned shares to be delivered thereafter.

## Remarks:

performance stock units

performance

stock units

performanc

02/22/2023 David P. Williams

\*\* Signature of Reporting Person Date

capital stock

capital

stock

capital

stock

515

515

1,602

\$0.00

\$0.00

\$0.00

3,407

2,892

4 494

D

D

D

(5)

(5)

(7)

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).

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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.