

LEE SPENCER S
Form 4
February 25, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEE SPENCER S

(Last) (First) (Middle)

2500 CHEMED CENTER, 255
EAST 5TH 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)
02/22/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
executive vice president

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
capital stock	02/22/2019		M		1,206 ⁽¹⁾	A	\$ 322.4 31,710 D
capital stock	02/22/2019		M		854 ⁽²⁾	A	\$ 322.4 32,564 D
capital stock	02/22/2019		F		917 ⁽³⁾	D	\$ 322.4 31,647 D
capital stock	02/25/2019		M		12,500	A	\$ 157.36 44,147 D
capital stock	02/25/2019		F		9,098 ⁽⁴⁾	D	\$ 322.4 35,049 D

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capital stock 02/25/2019 S 3,514 D \$ 326.75 31,535 D

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
stock option(right to buy with tandem tax withholding)	\$ 157.36	02/25/2019		M	12,500	(5) 11/06/2020	capital stock 12,500
performance stock units	(6)	02/22/2019		M	593	(7) (7)	capital stock 593
performance stock units	(6)	02/22/2019		M	593	(7) (7)	capital stock 593
performance stock units	(8)	02/22/2019		A	662	(9) (9)	capital stock 662

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEE SPENCER S 2500 CHEMED CENTER 255 EAST 5TH STREET CINCINNATI, OH 45202	executive vice president

Signatures

Spencer S. Lee 02/25/2019
 __Signature of Date
 Reporting Person

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).

(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, 2016 through December 31, 2018. The actual performance of 20.52% yielded an award of 200% of target; including the reinvestment of dividends paid during such period, the award is 203.3% 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, 2016 through December 31, 2018, compared to a defined peer group of companies. The Company's performance ranked in the 70th percentile of that group, yielding an award of 141.7%; including the reinvestment of dividends paid during such period, the award is 144.0% of target.

(3) Shares withheld to satisfy tax obligations in connection with vesting of PSU's.

(4) Payment of purchase price and tax obligation on stock option exercise.

(5) vesting in three equal annual installments commencing 11/6/2016.

(6) 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.

(7) PSU's awarded February 22, 2016 vest based on achievement of performance targets over a period of January 1, 2016 to December 31, 2018. The determination of the performance level was to be made by March 15, 2019.

(8) Each performance stock unit represents a contingent right to receive one share of Chemed Capital Stock

(9) Performance stock units vest based on the extent to which the Company achieves certain performance targets over a performance period of January 1, 2019 to December 31, 2021. The determination of the performance level is to be made by March 15, 2022 and earned shares to be 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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