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CHEMED CORP  
Form 8-K  
April 04, 2006

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported):  
March 31, 2006

CHEMED CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-8351 (Commission File Number)	31-0791746 (I.R.S. Employer Identification Number)
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2600 Chemed Center, 255 East 5th Street, Cincinnati, OH 45202  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:  
(513) 762-6900

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 230.425)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 230.425)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 230.425)

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Item 1.01 Entry into a Material Definitive Agreement.

The Registrant announced March 31, 2006 that on that date it entered into a material amendment of its Amended and Restated Credit Agreement of February 24, 2005. The Registrant used \$41 million in cash and borrowings under the \$175 million revolving credit agreement to pay its existing \$84.4 million term loan in full. This current amendment provides for revised pricing and adds a \$50 million accordion feature to the revolving credit facility.

The Registrant's press release, dated March 31, 2006 and the loan amendment are attached as exhibits to this report.

Item 9.01 Financial Statements and Exhibits.

c) Exhibits

(10.1) Amendment No. 1 to Amended and Restated Credit Agreement, dated March 31, 2006 among Chemed Corporation, the lenders from time to time parties thereto, and JPMorgan Chase Bank, NA as Administrative Agent.

(99.1) Registrant's press release dated March 31, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHEMED CORPORATION

Dated: April 4, 2006

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By: /s/ Arthur V. Tucker, Jr.

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Arthur V. Tucker, Jr.  
Vice President and Controller