

Dallob Naomi C
Form 4
February 20, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dallob Naomi C

(Last) (First) (Middle)

255 EAST FIFTH STREET, SUITE
2600

(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)

02/16/2018

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) below)

VP and Chief Legal Officer

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 (A) or (D)	Price	
capital stock	02/16/2018		M		720 ⁽¹⁾ A	\$ 256.29	7,284 D
capital stock	02/16/2018		M		901 ⁽²⁾ A	\$ 256.29	8,185 D
capital stock	02/16/2018		F		486 ⁽³⁾ D	\$ 256.29	7,699 D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	8. Pri Deriv Secur (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
performance stock units	(4)	02/16/2018		M	442	(5)	(5)	capital stock	442	\$
performance stock units	(4)	02/16/2018		M	442	(5)	(5)	capital stock	442	\$
performance stock units	(6)	02/16/2018		A	648	(7)	(7)	capital stock	648	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dallob Naomi C 255 EAST FIFTH STREET SUITE 2600 CINCINNATI, OH 45202	VP and Chief Legal Officer

Signatures

Naomi C.
Dallob 02/20/2018

Signature of Reporting Person Date

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).
- The number of performance share units ("PSU's") that vested was based on the Company's achieving adjusted earnings per share growth
- (1) rate for the period January 1, 2015 through December 31, 2017. The actual performance of 11.79% yielded an award of 159.9% of target; including the reinvestment of dividends paid during such period, the award is 163.0% 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, 2015 through December 31, 2017, compared to a defined peer group of companies. The Company's performance ranked in the 90th percentile

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of that group, yielding an award of 200%; including the reinvestment of dividends paid during such period, the award is 203.9% of target.

- (3) Shares withheld to satisfy tax obligations in connection with vesting of PSU's.
- (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 20, 2015 vest based on achievement of performance targets over a period of January 1, 2015 to December 31, 2017. The determination of the performance level was to be made by March 15, 2018.
- (6) Each performance stock unit represents a contingent right to receive one share of Chemed Capital Stock
- (7) PSU's vest based on the extent to which the Company achieves certain performance targets over a period of January 1, 2018 to December 31, 2020. The determination of the performance level is to be made by March 15, 2021 and earned shares 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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