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CHEMED CORP  
Form 8-K  
November 05, 2004

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):  
November 5, 2004

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)

2600 Chemed Center, 255 East 5th Street, Cincinnati, OH  
(Address of principal executive offices)

45202  
(Zip Code)

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

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Item 5.03. Amendments to Articles of Incorporation or By-Laws

On November 5, 2004, the Board of Directors of Chemed Corporation (the "Company") amended the Company's By-Laws to restate Section 7.01 in its entirety. Among other things, the amendment expressly permits the company to issue shares in uncertified or book- entry form and to issue fractional shares. A copy of the By-Laws, as amended, is attached as an exhibit hereto.

Item 9.01 Financial Statements and Exhibits

3.01. By-Laws of the Company, as amended effective November 5, 2004.

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: November 5, 2004

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

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Arthur V. Tucker, Jr.  
Vice President and Controller

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