

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1994-02-10**
SEC Accession No. **0000950152-94-000093**

([HTML Version](#) on secdatabase.com)

SUBJECT COMPANY

CHEMED CORP

CIK: **19584** | IRS No.: **310791746** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: **005-32056** | Film No.: **94506010**
SIC: **5160** Chemicals & allied products

Business Address
2600 CHEMED CTR
255 EAST FIFTH ST
CINCINNATI OH 45202-4726
5137626900

FILED BY

FIFTH THIRD BANCORP

CIK: **35527** | IRS No.: **310854434** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **SC 13G**
SIC: **6022** State commercial banks

Business Address
38 FOUNTAIN SQ PLZ
CINCINNATI OH 45263
5135795300

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 11)*

Chemed Corporation

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

163596109

(Cusip Number)

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<TABLE>

<S> CUSIP NO. <C> 163596109 <C> 13G <C> PAGE 2 OF 9 PAGES

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fifth Third Bancorp
I.R.S. Employer Identification No. 31-0854434

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /x /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

5 SOLE VOTING POWER

68,434

Number of Shares Beneficially Owned By Each Reporting Person With	6	SHARED VOTING POWER	50,522
	7	SOLE DISPOSITIVE POWER	4,220
	8	SHARED DISPOSITIVE POWER	1,435,828

9 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

1,515,782

10 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

15.47%

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTION BEFORE FILLING OUT!

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<TABLE>

<S> CUSIP NO.	<C> 163596109	<C> 13G	<C> PAGE 3 OF 9 PAGES
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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Fifth Third Bank
I.R.S. Employer Identification No. 31-0854433

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) /x /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

5	SOLE VOTING POWER	66,734
---	-------------------	--------

6	SHARED VOTING POWER	50,522
---	------------------------	--------

7	SOLE DISPOSITIVE POWER	4,020
---	---------------------------	-------

8	SHARED DISPOSITIVE POWER	1,435,828
---	-----------------------------	-----------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

1,514,082

10 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW 9

15.45%

12 TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

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<TABLE>

<S>	CUSIP NO.	<C> 163596109	<C> 13G	<C> PAGE 4 OF 9 PAGES
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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Fifth Third Bank as Trustee of the Chemed Corporation Savings and Investment Plan
31-6112825

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) /x /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

5	SOLE VOTING POWER	0
---	-------------------	---

6	SHARED VOTING POWER	50,522
---	------------------------	--------

7	SOLE DISPOSITIVE POWER	0
---	---------------------------	---

8	SHARED DISPOSITIVE POWER	0
---	-----------------------------	---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

50,522

10 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW 9

0.52%

12 TYPE OF REPORTING PERSON*

EP

*SEE INSTRUCTION BEFORE FILLING OUT!

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<TABLE>

<S>	<C>	<C>	<C>
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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Fifth Third Bank as Trustee of the Chemed Corporation Stock Ownership Plan
31-0791746

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /x /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio corporation

Plan I Plan II

	5	SOLE VOTING POWER	0	0
	6	SHARED VOTING POWER	0	0
	7	SOLE DISPOSITIVE POWER	0	0
	8	SHARED DISPOSITIVE POWER	789,135	607,691

Number of Shares Beneficially Owned By Each Reporting Person With

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

789,135 607,691

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.05% 6.20%

12 TYPE OF REPORTING PERSON*

EP

*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1 (A) NAME OF ISSUER:

Chemed Corporation

ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

2600 Chemed Center
255 E. Fifth Street
Cincinnati, Ohio 45202

ITEM 2 (A)-(C) NAMES, ADDRESSES & CITIZENSHIP OF PERSONS FILING:

Fifth Third Bancorp
38 Fountain Square Plaza
Cincinnati, Ohio 45263

The Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

The Fifth Third Bank, Trustee for the
Chemed Corporation
Savings & Investment Plan
38 Fountain Square Plaza
Cincinnati, Ohio 45263

The Fifth Third Bank, Trustee for the
Chemed Corporation
Stock Ownership Plans
38 Fountain Square Plaza
Cincinnati, Ohio 45263

ITEM 2 (D) TITLE OF CLASS OF SECURITIES:

Common Stock, \$1.00 par value

ITEM 2 (E) CUSIP NUMBER:

163596109

ITEM 3 Fifth Third Bancorp is filing a parent holding company in accordance with Section 240.13(d-1)(b)(ii)(G) of the Exchange Act Rules.

The Fifth Third Bank is filing as a bank in accordance with Section 240.13(d-1)(3)(a)(6) of the Exchange Act Rules.

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The Chemed Corporation Stock Ownership Plans I and II, by its trustee, The Fifth Third Bank, are filing as an Employee Benefit Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) in accordance with Section 240.13(d-1)(b)(ii)(F) of the Exchange Act Rules.

The Chemed Corporation Savings and Investment Plan, by its trustee, The Fifth Third Bank, is filing as an Employee Benefit Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) in accordance with Section 240.13(d-1)(b)(ii)(F) of the Exchange Act Rules.

ITEM 4. OWNERSHIP

This report relates to an aggregate of 1,554,279 outstanding shares of the common stock of Chemed Corporation, par value \$1.00 per share, 50,522 of these shares are held by The Fifth Third Bank as Trustee of the Chemed Corporation Savings and Investment Plan, and 789,135 of these shares are held by The Fifth Third Bank as Trustee of the Chemed Corporation Stock Ownership Plan I and 607,691 of these shares are held by The Fifth Third Bank as Trustee of Chemed Corporation Stock Ownership Plan II, which are joining in this report.

The following tabulation sets forth the shares with respect of which voting rights are held or shared and those shares to which there is the power of disposal.

(a) Amount Beneficially Owned:

The Bank has neither voting power nor dispositive power with respect to 40,197 shares of Chemed Corporation stock. The remaining 1,514,082 shares of the outstanding stock may be deemed beneficially held. Of this number, all of the 50,522 shares held for the Chemed Corporation Savings and Investment Plan have shared voting power and no dispositive power and all of such are deemed beneficially owned. All of the 789,135 shares held for the Chemed Corporation Stock Ownership Plan I and 607,691 shares held for Chemed Corporation Stock Ownership Plan II have no voting power and joint dispositive power and all of such shares are deemed beneficially owned.

(b) Percentage of Class:

The Fifth Third Bank as Trustee to the Chemed Corporation Savings and Investment Plan has 0.52% of the outstanding shares. The Fifth Third Bank as Trustee to the Chemed

Corporation Stock Ownership Plan I has 8.05% of the outstanding shares and Trustee to Chemed Corporation Stock Ownership Plan II has 6.20% of the outstanding shares. The Fifth Third bank in other fiduciary relationships has .68%. Aggregate beneficial ownership by The Fifth Third Bank is 15.45%.

<TABLE>

(c) Number of Shares as to which such Person has:

<CAPTION>

	Fifth Third Bank as Trustee for Chemed Corporation Savings and Investment Plan -----	Fifth Third Bank as Trustee for Chemed Corporation Stock Ownership Plan -----		Fifth Third Bank in Other Fiduciary Holdings -----	Fifth Third Bank Total -----
		Plan I	Plan II		
<S>	<C>	<C>	<C>	<C>	<C>
(i) Sole Power to Vote or to Direct the Vote	0	0	0	66,734	66,734
(ii) Shared Power to Vote or to Direct the Vote	50,522	0	0	0	50,522
(iii) Sole Power to Dispose or to Direct the Disposition of	0	0	0	4,020	4,020
(iv) Shared Power to Dispose or to Direct the Disposition of	0	789,135	607,691	39,002	1,435,828

</TABLE>

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

This report is being jointly filed by The Fifth Third Bank which is the entity holding beneficial ownership of the shares being described herein and by Fifth Third Bancorp as its parent holding company, and The Fifth Third Bank as Trustee of employee benefits plans (Chemed Corporation Savings and Investment Plan and Chemed Corporation Stock Ownership Plans I and II) holding more than 5% of the outstanding stock with the issuer.

ITEM 8-9 Not Applicable

ITEM 10. CERTIFICATION

By signing below, the undersigned certifies that, to the best of his knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

<TABLE>

<S>

February 7, 1994

Date

THE FIFTH THIRD BANK

By: JOHN B. SCHMITZ

Name; John B. Schmitz

Title: Vice President and Trust Officer

February 7, 1994

Date

THE FIFTH THIRD BANK AS TRUSTEE
OF CHEMED CORPORATION SAVINGS
AND INVESTMENT PLAN

By: JOHN B. SCHMITZ

Name; John B. Schmitz

Title: Vice President and Trust Officer

<C>

February 7, 1994

Date

FIFTH THIRD BANCORP

By: MICHAEL K. KEATING

Name: Michael K. Keating

Title: Secretary

February 7, 1994

Date

THE FIFTH THIRD BANCORP AS TRUSTEE
OF CHEMED CORPORATION STOCK
OWNERSHIP PLAN

By: JOHN B. SCHMITZ

Name: John B. Schmitz

Title: Vice President and Trust Officer

</TABLE>