

INVACARE CORP
Form 4
September 12, 2005

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 *
MIXON AARON MALACHI III

(Last) (First) (Middle)

ONE INVACARE WAY

(Street)

ELYRIA, OH 44035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INVACARE CORP [IVC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2005

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)
Chairman and CEO

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)
				(A) or (D) Price			
Common Shares					518,095 ⁽¹⁾	D	
Common Shares					111,319	I	By GRAT ⁽²⁾
Common Shares					222,830	I	By Spouse ⁽³⁾
Common Shares					111,319	I	By GRAT ⁽³⁾ ⁽⁴⁾
Common Shares					24,576	I	By GRAT ⁽³⁾ ⁽⁵⁾

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Common Shares	24,577	I	By GRAT ⁽³⁾ <u>(6)</u>
Common Shares	18,073	I	By Invacare Retirement Savings Plan <u>(7)</u>
Common Shares	703,912	D	

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

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(9-02)

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 Shares
Employee Stock Option (Right to Buy)	\$ 41.87	09/08/2005		A ⁽⁸⁾	30,200	09/30/2006	09/08/2015	Common Shares	30,200
Employee Stock Option (Right to Buy)	\$ 41.87	09/08/2005		A ⁽⁸⁾	30,200	09/30/2007	09/08/2015	Common Shares	30,200
Employee Stock Option (Right to Buy)	\$ 41.87	09/08/2005		A ⁽⁸⁾	30,200	09/30/2008	09/08/2015	Common Shares	30,200
Employee Stock Option (Right to Buy)	\$ 41.87	09/08/2005		A ⁽⁸⁾	30,200	09/30/2009	09/08/2015	Common Shares	30,200

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIXON AARON MALACHI III ONE INVACARE WAY ELYRIA, OH 44035	X		Chairman and CEO	

Signatures

/s/ A. Malachi Mixon, by Douglas A. Neary, his attorney-in-fact, pursuant to Power of Attorney, dated August 24, 2004, on file with the Commission.

09/12/2005

__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).
- (1) Includes 2,776 Common Shares received as a liquidating distribution from Roundwood Capital, L.P. In prior reports, the reporting person reported beneficial ownership of 17,578 Common Shares held by Roundwood Capital, L.P.
- (2) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (5) Owned by the Trustee for the 1997 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (6) Owned by the Trustee for the 1997 Grantor Retained Annuity Trust created by the reporting person.
- (7) Owned by Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2004, the most recent information reasonably available.
- (8) The reporting person was granted options to purchase Common Shares (with tandem tax withholding rights) under the Invacare Corporation 2003 Performance Plan in reliance upon an exemption provided under Rule 16b-3.
The reporting person holds previously reported options to buy 1,561,850 Common Shares (with tandem tax withholding rights) under the Invacare Corporation 1994 Performance Plan and the Invacare Corporation 2003 Performance Plan, granted in reliance upon the exemption provided by Rule 16b-3. All options were granted between February 26, 1996 and August 24, 2004, at exercise prices between \$18.6875 to \$44.30 per share, will expire between February 26, 2006 and August 24, 2014 and became or will become exercisable between March 31, 1997 and September 30, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.