

INVACARE CORP
Form 4
February 24, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
02/22/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 02/22/2006 | | M | | 81,000 | A | \$ 24.75 |
| Common Shares | 02/22/2006 | | F | | 66,734 | D | \$ 33.35 |
| Common Shares | | | | | 88,224 | I | |
| Common Shares | | | | | 245,925 | I | |
| Common Shares | | | | | 88,224 | I | |

By GRAT (1)

By Spouse (2)

By GRAT (2) (3)

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| | | | |
|-----------------------|---------|---|--|
| Common Shares | 24,577 | I | By GRAT <u>(2)</u> <u>(4)</u> |
| Common Shares | 24,576 | I | By GRAT <u>(2)</u> <u>(5)</u> |
| Common Shares | 18,319 | I | By Invacare Retirement Savings Plan <u>(6)</u> |
| Class B 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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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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 24.75 | 02/22/2006 | | M | 81,000 | 03/31/2000 | 02/26/2006 | Common Shares | 81,000 |
| Employee Stock Option (Right to Buy) | <u>(7)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Shares | 1,601,600 |

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.

02/24/2006

__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) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person.
 - (2) 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.
 - (3) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person's spouse.
 - (4) Owned by the Trustee for the 1997 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.
 - (6) Owned by Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2005, the most recent information reasonably available.
 - (7) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
- The reporting person holds previously reported options to buy 1,601,650 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
- (8) exemption provided by Rule 16b-3, all of which are currently exercisable. All options were granted between February 20, 1997 and September 8, 2005, at exercise prices between \$18.6875 to \$44.30 per share, will expire between February 20, 2007 and September 8, 2015 and became exercisable between March 31, 1998 and December 21, 2005.

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.