

INVACARE CORP
Form 4
January 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
12/30/2014

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)

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	12/30/2014		F	V 7,920 (1) D \$ 16.94	306,861	D	
Common Shares	11/24/2014		G	V 8,700 D \$ 0	289,161	D	
Common Shares	11/28/2014		G	V 21,300 D \$ 0	276,861	D	
Common Shares					87,141	I	By Spouse (2)
Common Shares					69,446	I	By GRAT (2) (3)
					18,963.121	I	

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Common Shares									By Invacare Retirement Savings Plan ⁽⁴⁾
Class B Common Shares	12/08/2014		G V	63,933	A	\$ 0	129,397	D	
Class B Common Shares	12/08/2014		G V	63,933	D	\$ 0	230,049	I	By GRAT ⁽⁵⁾
Class B Common Shares	12/08/2014		G V	63,933	A	\$ 0	183,863	I	By Spouse ⁽²⁾
Class B Common Shares	12/08/2014		G V	63,933	D	\$ 0	160,603	I	By GRAT ^{(2) (3)}

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Shares	734,475

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MIXON AARON MALACHI III
ONE INVACARE WAY X
ELYRIA, OH 44035

Signatures

/s/ A. Malachi Mixon, by Kristofer K. Spreen, his attorney-in-fact pursuant to Power of Attorney, dated February 12, 2009, on file with the Commission.

01/02/2015

__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) The surrender of these shares is for tax withholding purposes in conjunction with the vesting of restricted shares held 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 Trustee for the 2012 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (4) Owned by the Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2013, the most recent information reasonably available.
- (5) Owned by the Trustee for the 2012 Grantor Retained Annuity Trust created by the reporting person.
- (6) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.

(7) The reporting person holds previously reported options to buy 734,475 Common Shares (with tandem tax withholding rights) under the Invacare Corporation 2003 Performance Plan, granted in reliance upon the exemption provided by Rule 16b-3. All options were granted between September 8, 2005 and March 18, 2013, at exercise prices between \$13.37 and \$41.87 per share, will expire between September 8, 2015 and March 18, 2023, and became exercisable between September 30, 2006 and March 31, 2014. The current balance represents the termination of 77,825 unvested options on December 30, 2014 pursuant to the terms of the reporting person's retirement agreement with Invacare entered into on November 14, 2014.

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.