

HARRIS C MARTIN
Form 4/A
January 03, 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 *
HARRIS C MARTIN

(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)
12/16/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
12/20/2005

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Derivative Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|---|

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| Derivative Security | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|-----------|------------|--|-------|------------------|-----------------|---------------|----------------------------|
| | | | Code | V | | | | |
| Stock Option (Right to Buy) | \$ 23.625 | 12/16/2005 | A ⁽¹⁾ | 1,249 | ⁽²⁾ | 12/16/2015 | Common Shares | 1,249 |
| Stock Option (Right to Buy) | \$ 23.625 | 12/16/2005 | A ⁽¹⁾ | 1,250 | ⁽³⁾ | 12/16/2015 | Common Shares | 1,250 |
| Stock Option (Right to Buy) | \$ 23.625 | 12/16/2005 | A ⁽¹⁾ | 1,666 | ⁽⁴⁾ | 12/16/2015 | Common Shares | 1,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS C MARTIN ONE INVACARE WAY ELYRIA, OH 44035 | | X | | |

Signatures

/s/ C. Martin Harris by Kristofer K. Spreen, his attorney-in-fact pursuant to Power of Attorney, dated August 24, 2004, on file with the Commission.

01/03/2006

__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) No transaction is being reported on this line. Reported on a previously filed Form 4. On December 20, 2005, the reporting person filed a Form 4 to report a grant of options that occurred on December 16, 2005. Due to an inadvertant clerical error the number of shares reported in Columns 5, 7 and 9 on Table II was incorrect. This amended Form 4 is being filed to report the correct number of shares in Columns 5, 7 and 9 on Table II.
- (2) This option shall become exercisable on January 1, 2007 and shall remain exercisable until December 31, 2007.
- (3) This option shall become exercisable on January 1, 2008 and shall remain exercisable until December 31, 2008.
- (4) This option shall become exercisable on January 1, 2009 and shall remain exercisable until December 31, 2009.
- (5)

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The reporting person holds previously reported options to buy 19,757 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 5, 2003 and March 2, 2005, at exercise prices between \$22.68 to \$47.01 per share, will expire between February 5, 2013 and March 2, 2015 and became or will become exercisable between December 31, 2003 and March 31, 2009.

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.