INVACARE CORP
Form 4
August 16, 2012

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(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)
08/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	08/14/2012		A		16,200 (1)	A	$ 0	317,286	D	
Common Shares								48,392	I	By Spouse (2)
Common Shares								12,289	I	By GRAT (2) (3)
Common Shares								12,288	I	By GRAT (4)
Common Shares								95,247	I	By GRAT (5) (6)

Common Shares	95,247	I	By GRAT (2) (7) (8)
Common Shares	18,955.58	I	By Invacare Retirement Savings Plan (9)
Class B Common Shares	456,912	D	
Class B Common Shares	123,500	I	By GRAT (10)
Class B Common Shares	123,500	I	By GRAT (2) (11)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 13.37	08/14/2012		A		12,500		09/30/2013	08/14/2022	Common Shares	12,500
Employee Stock Option (Right to Buy)	$ 13.37	08/14/2012		A		12,500		09/30/2014	08/14/2022	Common Shares	12,500
	$ 13.37	08/14/2012		A		12,500		09/30/2015	08/14/2022		12,500

Employee Stock Option (Right to Buy)								Common Shares	
Employee Stock Option (Right to Buy)	$ 13.37	08/14/2012		A	12,500	09/30/2016	08/14/2022	Common Shares	12,500

Reporting Owners

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

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.	08/16/2012
**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)	Restricted shares granted pursuant to the Invacare Corporation 2003 Performance Plan in an exempt transaction under Rule 16b-3. These shares vest in 25% increments over four years commencing November 15, 2013.
(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 1997 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.
(5)	Owned by the Trustee for the 2009 Grantor Retained Annuity Trust created by the reporting person.
(6)	On March 13, 2012 the grantor retained annuity trust made an annuity payment of 34,723 Common Shares to the reporting person.
(7)	Owned by the Trustee for the 2009 Grantor Retained Annuity Trust created by the reporting person's spouse.
(8)	On March 13, 2012 the grantor retained annuity trust made an annuity payment of 34,723 Common Shares to the reporting person's spouse.
(9)	Owned by the Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2011, the most recent information reasonably available.
(10)	Owned by the Trustee for the 2011 Grantor Retained Annuit Trust created by the reporting person.
(11)	Owned by the Trustee for the 2011 Grantor Retained Annuity Trust created by the reporting person's spouse.
(12)	The reporting person holds previously reported options to buy 1,114,600 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 August 21, 2002 and September 2, 2011, at exercise prices between $20.48 to $44.30 per share, will expire between August 21, 2012 and September 2, 2021 and became or will become

exercisable between September 30, 2003 and September 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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