

INVACARE CORP

Form 4

August 24, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHEY JOSEPH B II

(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)
08/22/2007

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)

Senior Vice President

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)
Common Shares	08/22/2007		Code V A	Amount 3,600 (1)	(A) or (D) A \$ 0	643,073	D
Class B Common Shares						360,262	D
Common Shares						9,034	I
Common Shares						10,134	I
							By Invacare Retirement Savings Plan (2)
							By Charitable

Class B Common Shares	16,000	I	Remainder Unitrust IRA
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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)	\$ 23.71	08/22/2007		A ⁽³⁾		2,250		09/30/2008	08/22/2017	Common Shares	2,250
Employee Stock Option (Right to Buy)	\$ 23.71	08/22/2007		A ⁽³⁾		2,250		09/30/2009	08/22/2017	Common Shares	2,250
Employee Stock Option (Right to Buy)	\$ 23.71	08/22/2007		A ⁽³⁾		2,250		09/30/2010	08/22/2017	Common Shares	2,250
Employee Stock Option (Right to Buy)	\$ 23.71	08/22/2007		A ⁽³⁾		2,250		09/30/2011	08/22/2017	Common Shares	2,250
Phantom Stock	(5)							(6)	(6)	Common Shares	7,294.25

Phantom
Stock

(5)

(8)

(8)

Common
Shares

348.17

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHEY JOSEPH B II ONE INVACARE WAY ELYRIA, OH 44035	X		Senior Vice President	

Signatures

/s/ Joseph B.
Richey II

08/24/2007

__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 beginning November 15, 2008.
- (2) Owned by Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2006, the most recent information reasonably available.
- (3) 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 191,500 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 March 5, 1998 and August 20, 2016, at exercise prices between \$18.6875 to \$44.30 per share, will expire between March 5, 2008 and August 20, 2016 and became or will become exercisable between March 31, 1999 and September 30, 2010.
- (5) 1-for-1
- (6) Upon cessation of employment in accordance with the terms and conditions of the Invacare Corporation 401(k) Plus Benefit Equalization Plan.
- (7) Owned by Trustee for the Invacare Corporation 401(k) Plus Benefit Equalization Plan. Includes phantom stock acquired by the reporting person through a dividend reinvestment plan meeting the requirements of Rule 16a-11.
- (8) Upon cessation of employment in accordance with the terms and conditions of the Invacare Corporation Deferred Compensation Plus Plan.
- Owned by Trustee for the Invacare Corporation Deferred Compensation Plus Plan. Includes phantom stock acquired by the reporting person through a dividend reinvestment plan meeting the requirements of Rule 16a-11. Due to a rebalance of the reporting person's account, the previously reported balance has been adjusted by approximately 418 phantom shares as of March 9, 2007.

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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