

INVACARE CORP

Form 4

November 19, 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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2005  
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(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)  
11/15/2007

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)

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                   | 10/07/2007                           |                                                    | J                              | V                                                                 | 39,866              | <u>A</u><br>(1) | \$ 0     | 663,487                                                                                       | D                                                        |                                                       |
| Common Shares                   | 10/07/2007                           |                                                    | G                              | V                                                                 | 7,500               | D               | \$ 0     | 655,987                                                                                       | D                                                        |                                                       |
| Common Shares                   | 11/15/2007                           |                                                    | F                              |                                                                   | <u>2,789</u><br>(2) | D               | \$ 25.46 | 653,198                                                                                       | D                                                        |                                                       |
| Common Shares                   | 10/07/2007                           |                                                    | J                              | V                                                                 | 39,866              | <u>D</u><br>(1) | \$ 0     | 0                                                                                             | I                                                        | By GRAT<br>(3)                                        |
| Common Shares                   | 10/07/2007                           |                                                    | J                              | V                                                                 | 39,866              | <u>A</u><br>(1) | \$ 0     | 319,149                                                                                       | I                                                        | By Spouse<br>(4)                                      |

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|                       |            |   |   |        |                 |      |         |   |                                            |
|-----------------------|------------|---|---|--------|-----------------|------|---------|---|--------------------------------------------|
| Common Shares         | 10/07/2007 | J | V | 39,866 | <u>D</u><br>(1) | \$ 0 | 0       | I | By GRAT<br>(4) (5)                         |
| Common Shares         |            |   |   |        |                 |      | 24,577  | I | By GRAT<br>(4) (6)                         |
| Common Shares         |            |   |   |        |                 |      | 24,576  | I | By GRAT<br>(7)                             |
| Common Shares         |            |   |   |        |                 |      | 18,482  | I | By Invacare Retirement Savings Plan<br>(8) |
| Class B Common Shares |            |   |   |        |                 |      | 703,912 | D |                                            |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 or Value of Underlying Securities (Instr. 3 and 4) | 9. Other Information |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------|
| Employee Stock Option (Right to Buy)       | (9)                                                    |                                      |                                                    | Code V                         | (A) (D)                                                                                 | Date Exercisable (10) Expiration Date (10)               | Common Shares                                                 | Amount or Number of Shares 1,650,250                        |                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |
|                                | X Chairman and CEO               |

MIXON AARON MALACHI III  
ONE INVACARE WAY  
ELYRIA, OH 44035

## 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.

11/15/2007

\_\_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) Represents an annuity distribution by grantor retained annuity trust to the grantor of the trust.
- (2) The surrender of these shares is for tax withholding purposes in conjunction with the vesting of restricted shares held by the reporting person.
- (3) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person.
- (4) 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.
- (5) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (6) Owned by the Trustee for the 1997 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (7) Owned by the Trustee for the 1997 Grantor Retained Annuity Trust created by the reporting person.
- (8) 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.
- (9) 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 1,650,250 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 22, 2007, at exercise prices between \$18.6875 to \$44.30 per share, will expire between March 5, 2008 and August 22, 2017 and became or will become exercisable between March 31, 1999 and September 30, 2011.
- (10)

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.