

INVACARE CORP

Form 4

September 07, 2011

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 *
Will Carl E.

(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)

09/02/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sen. VP, Global Commercial Ops

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 Ownership (Instr. 4)
Common Shares	09/02/2011		A	Amount 3,000 (1)	\$ 0 18,260	D	
Common Shares					664.988	I	By Invacare Retirement Savings Plan (2)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 of Number of Shares
Employee Stock Option (Right to Buy)	\$ 24.45	09/02/2011		A	2,800	09/30/2012 09/02/2021	Common Shares 2,800
Employee Stock Option (Right to Buy)	\$ 24.45	09/02/2011		A	2,800	09/30/2013 09/02/2021	Common Shares 2,800
Employee Stock Option (Right to Buy)	\$ 24.45	09/02/2011		A	2,800	09/30/2014 09/02/2021	Common Shares 2,800
Employee Stock Option (Right to Buy)	\$ 24.45	09/02/2011		A	2,800	09/30/2015 09/02/2021	Common Shares 2,800
Phantom Stock	(4)					(5) (5)	Common Shares 897.418

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Will Carl E. ONE INVACARE WAY ELYRIA, OH 44035	Sen. VP, Global Commercial Ops

Signatures

/s/Carl E. Will, by Kristofer K. Spreen, his attorney-in-fact pursuant to Power of Attorney dated November 23, 2010, on file with the Commission

09/07/2011

__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, 2012.
- (2) Owned by the Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2010, the most recent information reasonably available.

The reporting person holds previously reported options to buy 76,400 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 27, 2004 and October 1, 2010, at exercise prices between \$17.52 and \$44.44 per share, will expire between September 27, 2014 and October 2, 2020 and became or will become exercisable between September 30, 2005 and September 30, 2014.
- (4) No transaction is being reported on this line. Reported on a previously filed Form 3 or Form 5.
- (5) Upon cessation of employment in accordance with the terms and conditions of the Invacare Corporation Deferred Compensation Plus Plan.
- (6) Owned by Trustee for the Invacare Corporation Deferred Compensation Plus Plan. The information given is based on a Plan Statement of December 31, 2010, the most recent information reasonably available.

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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