

INVACARE CORP  
Form 4  
January 02, 2015

**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 \*  
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)  
12/30/2014

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)

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                   | 12/30/2014                           |  | F                              | V 7,920 (1) D \$ 16.94  | 306,861   | D  |   |
| Common Shares                   | 11/24/2014                           |  | G                              | V 8,700 D \$ 0  | 289,161   | D  |   |
| Common Shares                   | 11/28/2014                           |  | G                              | V 21,300 D \$ 0   | 276,861   | D  |   |
| Common Shares                   |                                      |  |                                |   | 87,141  | I  | By Spouse (2)   |
| Common Shares                   |                                      |  |                                |   | 69,446  | I  | By GRAT (2) (3)                                       |
|                                 |                                      |  |                                |   | 18,963.121  | I  |   |

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|                       |            |  |     |        |   |      |         |   |  |
|-----------------------|------------|--|-----|--------|---|------|---------|---|--|
| Common Shares         |            |  |     |        |   |      |         |   | By Invacare Retirement Savings Plan <sup>(4)</sup> |
| Class B Common Shares | 12/08/2014 |  | G V | 63,933 | A | \$ 0 | 129,397 | D |  |
| Class B Common Shares | 12/08/2014 |  | G V | 63,933 | D | \$ 0 | 230,049 | I | By GRAT <sup>(5)</sup>                             |
| Class B Common Shares | 12/08/2014 |  | G V | 63,933 | A | \$ 0 | 183,863 | I | By Spouse <sup>(2)</sup>                           |
| Class B Common Shares | 12/08/2014 |  | G V | 63,933 | D | \$ 0 | 160,603 | I | By GRAT <sup>(2) (3)</sup>                         |

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) | 8. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | <u>(6)</u>   |                                      |  |                                |   | <u>(7)</u>   | <u>(7)</u>  | Common Shares                              | 734,475                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MIXON AARON MALACHI III  
ONE INVACARE WAY X  
ELYRIA, OH 44035

## 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.

01/02/2015

\_\_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) The surrender of these shares is for tax withholding purposes in conjunction with the vesting of restricted shares held by the reporting person.
- (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 Trustee for the 2012 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (4) Owned by the Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2013, the most recent information reasonably available.
- (5) Owned by the Trustee for the 2012 Grantor Retained Annuity Trust created by the reporting person.
- (6) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.

(7) The reporting person holds previously reported options to buy 734,475 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 8, 2005 and March 18, 2013, at exercise prices between \$13.37 and \$41.87 per share, will expire between September 8, 2015 and March 18, 2023, and became exercisable between September 30, 2006 and March 31, 2014. The current balance represents the termination of 77,825 unvested options on December 30, 2014 pursuant to the terms of the reporting person's retirement agreement with Invacare entered into on November 14, 2014.

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.