

INVACARE CORP

Form 4

February 04, 2005

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

OMB
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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 44036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INVACARE CORP [IVC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2005

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					641,485	D	
Class B Common Shares					360,262	D	
Common Shares					8,834	I	By Invacare Retirement Savings Plan (1)
Common Shares					10,134	I	By Charitable

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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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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 Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	(2)							(3)	(3)	Common Shares	248,800	
Phantom Stock	(4)	01/10/2005		A	2	(5)	(5)	(5)	(5)	Common Shares	2	\$ 44.3
Phantom Stock	(4)	01/12/2005		A	43	(5)	(5)	(5)	(5)	Common Shares	43	\$ 44.4
Phantom Stock	(4)	01/14/2005		A	11	(7)	(7)	(7)	(7)	Common Shares	11	\$ 44.2
Phantom Stock	(4)	02/02/2005		A	10	(7)	(7)	(7)	(7)	Common Shares	10	\$ 47.2

Reporting Owners

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

ELYRIA, OH 44036

Signatures

/s/ Joseph B. Richey, by Douglas A. Neary, his attorney-in-fact pursuant to Power of Attorney, dated August 24, 2004 on file with the Commission.

02/04/2005

__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) Owned by Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2004, the most recent information reasonably available.
- (2) 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 248,800 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 February 17, 1995 and August 24, 2004, at exercise prices between \$17.00 to \$44.30 per share, will expire between February 17, 1995 and August 24, 2014 and became or will become exercisable between February 17, 1996 and September 30, 2008.
- (4) 1-for-1
- (5) Upon cessation of employment in accordance with the terms and conditions of the Invacare Corporation 401(k) Plus Benefit Equalization Plan.
Owned by Trustee for the Invacare Corporation 401(k) Plus Benefit Equalization Plan. The balance of phantom shares being reported on this Form 4 represent the total number of phantom shares held in the account of the reporting person. Due to inadvertent clerical errors, purchases made by the reporting person under the plan since March 10, 2004 were not previously reported.
- (7) 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. The balance of phantom shares being reported on this Form 4 represent the total number of phantom shares held in the account of the reporting person. Due to inadvertent clerical errors, purchases made by the reporting person under the plan were not previously reported.
- (8)

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.