

INVACARE CORP
Form 4
August 17, 2005

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 *
MILLER BRIDGET A

(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)
08/15/2005

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)
Vice President & Gen. Counsel

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares | 08/15/2005 | | M | 1,000 A \$ 21.625 | 2,500 | D | |
| Common Shares | 08/15/2005 | | M | 1,000 A \$ 24.75 | 3,500 | D | |
| Common Shares | 08/15/2005 | | S | 2,000 D \$ 39.3515 | 1,500 | D | |
| Common Shares | | | | | 873 | I | By Invacare Retirement Savings Plan ⁽¹⁾ |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 21.625 | 08/15/2005 | | M | 1,000 | <u>(2)</u> 08/21/2005 | Common Shares | 1,000 |
| Employee Stock Option (Right to Buy) | \$ 24.75 | 08/15/2005 | | M | 1,000 | <u>(3)</u> 02/26/2006 | Common Shares | 1,000 |
| Employee Stock Option (Right to Buy) | <u>(4)</u> | | | | | <u>(5)</u> <u>(5)</u> | Common Shares | 13,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER BRIDGET A ONE INVACARE WAY ELYRIA, OH 44035 | | | Vice President & Gen. Counsel | |

Signatures

/s/ Bridget A. Miller, by Douglas A. Neary, her attorney-in-fact pursuant to Power of Attorney, dated August 24, 2004 on file with the Commission.

08/17/2005

__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 the 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) The option vested in four equal installments on March 31, 1996, 1997, 1998 and 1999.
- (3) The option vested in four equal installments on March 31, 1997, 1998, 1999 and 2000.
- (4) 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 13,800 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

- (5) exemption provided by Rule 16b-3. All options were granted between February 20, 1997 and October 22, 2004, at exercise prices between \$18.6875 to \$43.90 per share, will expire between February 20, 2007 and October 22, 2014 and became or will become exercisable between March 31, 1998 and September 30, 2008.

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.