

INVACARE CORP
Form 4
August 24, 2007

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)
08/22/2007

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 or (D) Price					
Common Shares	08/22/2007		A		35,200 (1)	A	\$ 0	623,621	D	
Common Shares								39,866	I	By GRAT (2)
Common Shares								279,283	I	By Spouse (3)
Common Shares								39,866	I	By GRAT (3) (4)
Common Shares								24,577	I	By GRAT (3) (5)

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Common Shares	24,576	I	By GRAT <u>(6)</u>
Common Shares	18,482	I	By Invacare Retirement Savings Plan <u>(7)</u>
Class B Common Shares	703,912	D	

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

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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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.71	08/22/2007		A ⁽⁸⁾		22,025		09/30/2008	08/22/2017	Common Shares	22,025
Employee Stock Option (Right to Buy)	\$ 23.71	08/22/2007		A ⁽⁸⁾		22,025		09/30/2009	08/22/2017	Common Shares	22,025
Employee Stock Option (Right to Buy)	\$ 23.71	08/22/2007		A ⁽⁸⁾		22,025		09/30/2010	08/22/2017	Common Shares	22,025
Employee Stock Option	\$ 23.71	08/22/2007		A ⁽⁸⁾		22,025		09/30/2011	08/22/2017	Common Shares	22,025

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIXON AARON MALACHI III ONE INVACARE WAY ELYRIA, OH 44035	X		Chairman and CEO	

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.

08/24/2007

__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) Restricted shares granted pursuant to the Invacare Corporation 2003 Performance Plan in an exempt transaction under Rule 16b-3. These options vest in 25% increments over four years beginning November 15, 2008.
 - (2) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person.
 - (3) 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.
 - (4) Owned by the Trustee for the 2003 Grantor Retained Annuity Trust created by the reporting person's spouse.
 - (5) Owned by the Trustee for the 1997 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.
 - (7) 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.
 - (8) The reporting person was granted options to purchase Common Shares (with tandem tax withholding rights) under the Invacare Corporation 2003 Performance Plan in reliance upon an exemption provided under Rule 16b-3.

The reporting person holds previously reported options to buy 1,562,150 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 23, 2006, at exercise prices between \$18.6875 to \$44.30 per share, will expire between March 5, 2008 and August 23, 2016 and became or will become exercisable between March 31, 1999 and September 30, 2010.

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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