

Ledda Ralf
Form 4
March 19, 2019

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 *
Ledda Ralf

(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)
03/15/2019

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)
Sen VP/GM-EUR, Mid East & Africa

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 | 03/15/2019 | | A | (A) or (D) Amount 13,308 (1) | \$ 0 50,844 (2) | D | |

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)

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| 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) | (3) | | | | | | | (4) | (4) | Common Shares | 10,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ledda Ralf ONE INVACARE WAY ELYRIA, OH 44035 | | | Sen VP/GM-EUR, Mid East & Africa | |

Signatures

/s/ Ralf Ledda, by Kristofer K. Spreen, his attorney-in-fact, pursuant to Power of Attorney, dated November 10, 2016, on file with the Commission 03/19/2019

__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 stock units granted pursuant to the Invacare Corporation 2018 Equity Compensation Plan in an exempt transaction under Rule 16b-3. These restricted stock units vest in 1/3 annual increments over three years commencing on May 15, 2020. Includes 30,904 previously reported restricted stock units issued pursuant to the Invacare Corporation 2013 Equity Compensation Plan.
- (2) 1,000 of these restricted stock units vest on May 15, 2019; 4,864 of these restricted stock units vest equally on May 15, 2019 and May 15, 2020; 20,000 of these restricted stock units vest in full on November 15, 2019 after a three-year "cliff" vesting period; and 5,040 of these restricted stock units vest in 1/3 annual increments over three years commencing on May 15, 2019.
- (3) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4 or Form 5.
- (4) The reporting person holds previously reported options to buy 10,900 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 August 19, 2009 and March 18, 2013, at exercise prices between \$13.37 to \$25.24 per share, will expire between August 19, 2019 and March 18, 2023, and became exercisable between September 30, 2010 and March 31, 2017.
- (5) The current balance reflects the expiration of 2,100 options on August 20, 2018.

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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