

INVACARE CORP

Form 5

February 12, 2010

**FORM 5****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).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. 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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20094. 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 Reporting

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares                      | 02/02/2009                              | Â                                                           | G                                       | 96,402 D \$ 0                                                           | 619,387                                                                                                      | D                                                                       | Â                                                                 |
| Common<br>Shares                      | 12/09/2009                              | Â                                                           | G                                       | 28,600 D \$ 0                                                           | 590,787                                                                                                      | D                                                                       | Â                                                                 |
| Common<br>Shares                      | 02/02/2009                              | Â                                                           | G                                       | 235,598 D \$ 0                                                          | 52,172                                                                                                       | I                                                                       | By Spouse<br>(1)                                                  |
| Common<br>Shares                      | Â                                       | Â                                                           | Â                                       | Â Â Â                                                                   | 24,577                                                                                                       | I                                                                       | By GRAT<br>(1) (2)                                                |
|                                       | Â                                       | Â                                                           | Â                                       | Â Â Â                                                                   | 24,576                                                                                                       | I                                                                       |                                                                   |

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|                       |            |   |   |         |   |      |            |   |                                                   |
|-----------------------|------------|---|---|---------|---|------|------------|---|---------------------------------------------------|
| Common Shares         |            |   |   |         |   |      |            |   | By GRAT <sup>(3)</sup>                            |
| Common Shares         | 02/02/2009 | Â | G | 166,000 | A | \$ 0 | 166,000    | I | By GRAT <sup>(4)</sup>                            |
| Common Shares         | 02/02/2009 | Â | G | 166,000 | A | \$ 0 | 166,000    | I | By GRAT <sup>(1) (5)</sup>                        |
| Common Shares         | Â          | Â | Â | Â       | Â | Â    | 18,721.244 | I | By Invacare Retirement Savngs Plan <sup>(6)</sup> |
| Class B Common Shares | Â          | Â | Â | Â       | Â | Â    | 703,912    | D | Â                                                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                    |
| Employee Stock Option (Right to Buy)       | Â                                                      | Â                                    | Â                                                  | Â                              | Â Â Â <sup>(8)</sup>                                                                    | Â <sup>(8)</sup>                                         | Common Shares                                                 | 1,458,400                                                     |

## Reporting Owners

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

## Signatures

/s/ A. Malachi  
Mixon III

02/12/2010

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 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.
- (2) Owned by the Trustee for the 1997 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (3) Owned by the Trustee for the 1997 Grantor Retained Annuity Trust created by the reporting person.
- (4) Owned by the Trustee for the 2009 Grantor Retained Annuity Trust created by the reporting person.
- (5) Owned by the Trustee for the 2009 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (6) Owned by the Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2009, the most recent information reasonably available.
- (7) 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 1,458,400 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

- (8) exemption provided by Rule 16b-3. All options were granted between March 6, 2000 and August 19, 2009, at exercise prices between \$20.48 to \$44.30 per share, will expire between March 6, 2010 and August 19, 2019 and became or will become exercisable between March 31, 2001 and September 30, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.