INVACARE CORP

Form 5

February 14, 2005

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Estimated average burden hours per response... 1.0

3235-0362

January 31,

OMB

5. Relationship of Reporting Person(s) to

Number:

Expires:

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Symbol

Form 4

Transactions Reported

MILLER BRIDGET A

1. Name and Address of Reporting Person *

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

| | | INVA | INVACARE CORP [IVC] | | | | (Check all applicable) | | | | |
|---|---|--|---|---|--------|--|---|---|--------------------------------------|--|--|
| (Last) ONE INV | (First) | (Montl | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004 | | | | Director 10% Owner Selection Other (specify below) | | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | (| 6. Individual or Joint/Group Reporting (check applicable line) | | | | |
| ELYRIA,Â | OHÂ 44036 | | | | | - | _X_ Form Filed by Form Filed by Person | One Reporting More than One | | | |
| (City) | (State) | (Zip) Ta | able I - Non-De | rivative S | ecurit | ies Acqui | ired, Disposed o | of, or Benefic | ially Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year | Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| Common Shares | 12/10/2004 | Â | S | Amount 300 | (D) | Price \$ 50.25 | 1,500 | D | Â | | |
| Common Shares | Â | Â | Â | Â | Â | Â | 873 | I | by Invacare Retirement Savings | | |

Persons who respond to the collection of information

contained in this form are not required to respond unless

SEC 2270

(9-02)

Plan (1)

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the form displays a currently valid OMB control number.

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) | | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8. Price Deriva Securit (Instr. |
|---|---|--------------------------------------|---|---|---|---------------------|--------------------|---|-------------------------------------|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | Â | Â | Â | Â | Â | (3) | (3) | Common Shares | 15,800 | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------------|-------|--|--|--|
| Fg | Director | 10% Owner | Officer | Other | | | |
| MILLER BRIDGET A ONE INVACARE WAY ELYRIA Â OHÂ 44036 | Â | Â | Vice President & Gen. Counsel | Â | | | |

Signatures

/s/ Bridget A.
Miller

**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).
- 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 15,800 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

(3) exemption provided by Rule 16b-3. All options were granted between August 21, 1995 and October 22, 2004, at exercise prices between \$21.625 to \$43.90 per share, will expire between August 21, 2005 and October 22, 2014 and became or will become exercisable between March 31, 1996 and September 30, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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