

INVACARE CORP

Form 4

March 20, 2013

**FORM 4**
**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).

**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: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RICHEY JOSEPH B II**

(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)  
**03/18/2013**

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)

Senior Vice President

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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)          |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------|
| Common<br>Shares                      | 03/18/2013                              |                                                             | A                                    | Amount<br>3,000<br>(1)                                                     | \$ 0                                                                                                               | 661,340                                                              | D                                                |
| Class B<br>Common<br>Shares           |                                         |                                                             |                                      |                                                                            |                                                                                                                    | 360,262                                                              | D                                                |
| Common<br>Shares                      |                                         |                                                             |                                      |                                                                            |                                                                                                                    | 9,238.139                                                            | I                                                |
| Common<br>Shares                      |                                         |                                                             |                                      |                                                                            |                                                                                                                    | 10,134                                                               | I                                                |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    |                                                                      | By Invacare<br>Retirement<br>Savings Plan<br>(2) |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    |                                                                      | By<br>Charitable                                 |

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|                             |        |   |                                  |
|-----------------------------|--------|---|----------------------------------|
| Class B<br>Common<br>Shares | 16,000 | I | Remainder<br>Unitrust<br><br>IRA |
|-----------------------------|--------|---|----------------------------------|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title            | Amount or<br>Number of<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 14.49                                                              | 03/18/2013                              |                                                             | A                                       |                                                                                                                 | 3,375                                                          |     | 03/31/2014                                                          | 03/18/2023         | Common<br>Shares | 3,375                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 14.49                                                              | 03/18/2013                              |                                                             | A                                       |                                                                                                                 | 3,375                                                          |     | 03/31/2015                                                          | 03/18/2023         | Common<br>Shares | 3,375                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 14.49                                                              | 03/18/2013                              |                                                             | A                                       |                                                                                                                 | 3,375                                                          |     | 03/31/2016                                                          | 03/18/2023         | Common<br>Shares | 3,375                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 14.49                                                              | 03/18/2013                              |                                                             | A                                       |                                                                                                                 | 3,375                                                          |     | 03/31/2017                                                          | 03/18/2023         | Common<br>Shares | 3,375                            |
| Phantom<br>Stock                                    | (4)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (5)                                                                 | (5)                | Common<br>Shares | 352.608                          |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                       |       |
|------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                            | Director      | 10% Owner | Officer               | Other |
| RICHEY JOSEPH B II<br>ONE INVACARE WAY<br>ELYRIA, OH 44035 | X             |           | Senior Vice President |       |

## Signatures

/s/ Joseph B. Richey II, by Kristofer K. Spreen, his attorney-in-fact pursuant to Power of Attorney, dated February 12, 2009, on file with the Commission.

03/20/2013

\_\_\_\_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 shares vest in 25% increments over four years commencing on May 15, 2014.
- (2) Owned by the Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2012, the most recent information reasonably available.  
  
The reporting person holds previously reported options to buy 147,000 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 20, 2003 and August 14, 2012, at exercise prices between \$13.37 to \$44.30 per share, will expire between August 20, 2013 and August 14, 2022 and became or will become exercisable between September 30, 2004 and September 30, 2016.
- (3) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
- (4) Upon cessation of employment in accordance with the terms and conditions of the Invacare Corporation Deferred Compensation Plus Plan.
- (5) Owned by Trustee for the Invacare Corporation Deferred Compensation Plus Plan. The information given is based on a Plan Statement of December 31, 2012, the most recent information reasonably available.
- (6)

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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