

INVACARE CORP
Form 4
December 23, 2010

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 *

Jones James L

(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)

12/22/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Derivative Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|---|

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| Derivative Security | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------|------------|---|------|---|-------|-----|------------------|-----------------|---------------|----------------------------|
| Stock Option (Right to Buy) | \$ 22.7025 | 12/22/2010 | | A | | 1,269 | | <u>(1)</u> | 12/31/2014 | Common Shares | 1,269 |
| Stock Option (Right to Buy) | \$ 22.7025 | 12/22/2010 | | A | | 951 | | <u>(2)</u> | 12/31/2015 | Common Shares | 951 |
| Stock Option (Right to Buy) | \$ 22.7025 | 12/22/2010 | | A | | 951 | | <u>(3)</u> | 12/31/2016 | Common Shares | 951 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones James L ONE INVACARE WAY ELYRIA, OH 44035 | | X | | |

Signatures

/s/ James L. Jones, by Kristofer K. Spreen, his attorney-in-fact, pursuant to Power of Attorney, dated December 2, 2010, on file with the Commission 12/23/2010

__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 option shall become exercisable on January 1, 2014 and shall remain exercisable until December 31, 2014.
- (2) The option shall become exercisable on January 1, 2015 and shall remain exercisable until December 31, 2015.
- (3) The option shall become exercisable on January 1, 2016 and shall remain exercisable until December 31, 2016.
- (4) The reporting person holds previously reported options to buy 5,392 Common Shares (with tandem tax withholding rights) under the Invacare Corporation 2003 Performance Plan, granted in reliance upon the exemption provided by Rule 16-b3. All options were granted on December 1, 2010, at an exercise price of \$27.82, will expire on December 1, 2020 and will become exercisable between September 30, 2011 and September 30, 2014.

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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