

INVACARE CORP  
Form 5  
February 13, 2014

# FORM 5

**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).  
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

1. Name and Address of Reporting Person \*  
**RICHEY JOSEPH B II**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**INVACARE CORP [IVC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Senior Vice President

**ONE INVACARE WAY**

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**ELYRIA, OH 44035**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |   |
| Common Shares                   | Â                                    | Â  | Â                              | Â   | Â  | D  | Â   |
| Class B Common Shares           | Â                                    | Â  | Â                              | Â   | Â  | D  | Â   |
| Common Shares                   | Â                                    | Â  | Â                              | Â   | 9,268.654  | I  | By Invacare Retirement Savings Plan <u>(1)</u>        |

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|                       |   |   |   |   |   |   |        |   |                                  |
|-----------------------|---|---|---|---|---|---|--------|---|----------------------------------|
| Common Shares         | Â | Â | Â | Â | Â | Â | 10,134 | I | By Charitable Remainder Unitrust |
| Class B Common Shares | Â | Â | Â | Â | Â | Â | 16,000 | I | IRA                              |

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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**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. F. Der. Sec. (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                | (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 (3) Â (3)  | Common Shares   | 145,100                    |
| Phantom Stock                              | Â  | Â                                    | Â  | Â                              | Â Â   | Â (4) Â (4)  | Common Shares   | 345.543                    |

## Reporting Owners

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

## 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

02/13/2014

\_\_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) Owned by the Trustee for the Invacare Retirement Savings Plan. The information given is based on a Plan Statement of December 31, 2013, 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 145,100 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 24, 2004 and March 18, 2013, at exercise prices between \$13.37 and \$44.30 per share, will expire between August 24, 2014 and March 18, 2023 and became or will become exercisable between September 30, 2005 and March 31, 2017.
- (3) Owned by Trustee for the Invacare Corporation 2003 Performance Plan, granted in reliance upon the exemption provided by Rule 16b-3. All options were granted between August 24, 2004 and March 18, 2013, at exercise prices between \$13.37 and \$44.30 per share, will expire between August 24, 2014 and March 18, 2023 and became or will become exercisable between September 30, 2005 and March 31, 2017.
- (4) Owned by Trustee for the Invacare Corporation Deferred Compensation Plus Plan. The information given is based on a Plan Statement of December 31, 2013, the most recent information reasonably available.

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.