

INVACARE CORP
Form 5
February 13, 2015

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 *
Tauscher Ellen O.

(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)

ONE INVACARE WAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

6. Individual or Joint/Group Reporting

(check applicable line)

ELYRIA, OH 44036

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 Ownership (Instr. 4)
Common Shares				(A) or (D) Price	15,014	D	

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. P
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)							
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								
Stock Option (Right to Buy)	Â	Â	Â	Â	Â	Â	Â	Â	(2)	Â	(2)	Common Shares	8,542
Phantom Stock	Â	Â	Â	Â	Â	Â	Â	Â	(3)	Â	(3)	Common Shares	4,334.31

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tauscher Ellen O. ONE INVACARE WAY ELYRIA, OH 44036	Â X	Â	Â	Â

Signatures

/s/ Ellen O. Tauscher, by Kristofer K. Spreen, her attorney-in-fact pursuant to Power of Attorney, dated January 23, 2012 on file with the Commission

02/13/2015

__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) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.

(2) The reporting person holds previously reported options to buy 8,542 Common Shares (with tandem tax withholding rights) under the Invacare Corporation 2003 Performance Plan, granted in reliance upon the exemption provided under Rule 16b-3. The options were granted on February 9, 2012, at an exercise price of \$17.56 per share, will expire on February 9, 2022, and became or will become exercisable between March 31, 2013 and March 31, 2016.

(3) Represents stock equivalents issued to the reporting person upon deferral of director fees under the 2012 Invacare Corporation Non-Employee Directors Deferred Compensation Plan. Each share of phantom stock is the economic equivalent of one common share of the Issuer. The total amount of phantom stock includes additional accrued dividends in the amount of 69.05 stock equivalents. The phantom stock shall become payable to the reporting person in common shares of the Issuer upon the conclusion of the deferral period on January 1, 2016.

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.