

INVACARE CORP
Form 5
January 29, 2016

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

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 *
MIXON AARON MALACHI III

(Last) (First) (Middle)

31100 PINETREE ROAD, #208

(Street)

PEPPER PIKE, OH 44124

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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)
Retired as Dir. 6/30/2015

6. Individual or Joint/Group Reporting

(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)	Amount	(A) or (D) Price	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)
Common Shares	12/18/2015	^	G	10,000	D	\$ <u>(1)</u> 0	D	^	
Common Shares	12/29/2015	^	G	1,220	D	\$ <u>(2)</u> 0	D	^	
Common Shares	12/29/2015	^	G	2,232	D	\$ <u>(3)</u> 154,604	D	^	
Common Shares	12/29/2015	^	G	2,886	D	\$ <u>(2)</u> 0	I	By spouse <u>(2)</u>	

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Common Shares	12/29/2015	Â	G	109,768	D	\$ ⁽³⁾	29,651	I	By spouse ⁽³⁾
Common Shares	Â	Â	Â	Â	Â	Â	6,000	I	By GRAT ^{(4) (5) (7)}
Common Shares	Â	Â	Â	Â	Â	Â	8,282	I	By spouse through Barbara W. Mixon Trust ^{(4) (7)}
Common Shares	Â	Â	Â	Â	Â	Â	108,805	I	Through A. Malachi Mixon III Trust ⁽⁷⁾
Class B Common Shares ⁽⁷⁾	Â	Â	Â	Â	Â	Â	63,446	D	Â
Class B Common Shares	Â	Â	Â	Â	Â	Â	166,603	I	By GRAT ^{(6) (7)}
Class B Common Shares	Â	Â	Â	Â	Â	Â	183,863	I	By Spouse ^{(4) (7)}
Class B Common Shares	Â	Â	Â	Â	Â	Â	160,603	I	By GRAT ^{(4) (5) (7)}
Class B Common Shares	Â	Â	Â	Â	Â	Â	2,003	I	Through A. Malachi Mixon III Trust ⁽⁷⁾
Class B Common Shares	Â	Â	Â	Â	Â	Â	127,394	I	By limited partnership ⁽⁸⁾

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.

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr
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of (D)
(Instr. 3,
4, and 5)

	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁷⁾	^	^	^	^	Common Shares	613,675

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIXON AARON MALACHI III 31100 PINETREE ROAD, #208 PEPPER PIKE, OH 44124	^	^	^	Retired as Dir. 6/30/2015

Signatures

/s/ Molly Z. Brown POA for Aaron Malachi
Mixon III

01/29/2016

**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) Mr. Mixon transferred 10,000 Common Shares to family members and friends as bona fide gifts.
- (2) This transaction reflects a gift to a family foundation.
- (3) This transaction reflects a gift to a non-profit, tax-exempt entity.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any such person.
- (5) Owned by Trustee for the 2012 Grantor Retained Annuity Trust created by the reporting person's spouse.
- (6) Owned by the Trustee for the 2012 Grantor Retained Annuity Trust created by the reporting person.
- (7) No transaction is being reported on this line. Reported on a previously filed Form 3, Form 4, or Form 5.
- (8) No transaction is being reported. The holding of such shares by reporting person was previously reported. The change in beneficial ownership was exempt under Rule 16a-13.

The reporting person holds previously reported options to buy 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. In connection with the reporting person's retirement, certain options were forfeited, consistent with the exemption provided by Rule 16a-4 and Rule 16b-3. All options currently outstanding were granted between August 23, 2006, and March 18, 2013, at exercise prices between \$13.37 to \$25.79 per share, will expire between August 23, 2016, and March 18, 2023, and became exercisable between September 30, 2007, and March 31, 2014.

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.