

INVACARE CORP  
Form 5  
February 10, 2005

**FORM 5**

**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).  
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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**WEBER WILLIAM M**

(Last) (First) (Middle)

**ONE INVACARE WAY**

(Street)

**ELYRIA, OH 44036**

(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)  
**12/31/2004**

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 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<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.<br>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 at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|---|--|---|
| Common<br>Shares                      | 12/15/2004                              | Â   | G                                       | 140 D \$ 0   | 41,452  | D  | Â   |
| Common<br>Shares                      | 12/30/2004                              | Â   | G                                       | 45 D \$ 0  | 41,407  | D  | Â   |
| Common<br>Shares                      | 12/27/2004                              | Â   | G                                       | 113 D \$ 0   | 16,942  | I  | By Spouse   |
| Common<br>Shares                      | Â                                       | Â   | Â                                       | Â Â Â  | 17,578  | I  | By Limited<br>Partnership<br>(1)                                  |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, 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) | 8. Price<br>Derivat<br>Securit<br>(Instr. 3) |
|---|--|---|---|--------------------------------------|--|--|---|--|
|   |  |   |   |                                      | (A) (D)  | Date<br>Exercisable<br>Expiration<br>Date                      | Title   | Amount<br>or<br>Number<br>of<br>Shares       |
| Stock<br>Option<br>(Right to<br>Buy)                | Â  | Â                                       | Â   | Â                                    | Â Â  | Â (3) Â (3)  | Common<br>Shares  | 8,000 Â                                      |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WEBER WILLIAM M<br>ONE INVACARE WAY<br>ELYRIA, OH 44036 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ William M.  
Weber 02/04/2005

    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 Roundwood Capital, L.P., a limited partnership of which the General Partner is Roundcap LLC, a limited liability company. The reporting person is one of two Managers and Members of Roundcap LLC and, as such, shares investment and voting power with the other Manager and Member and participates equally with him in a 15% carried interest in all profits of the partnership. The reporting person is also the owner of a 10.98% limited partnership interest in Roundwood Capital, L.P. During 2004, Roundwood Capital, L.P. distributed a portion of the Common Shares it owned to certain of its limited partners (not including the reporting person); however, such distribution did not increase or decrease the number of Common Shares representing the reporting person's allocable portion of the Common Shares held by Roundwood Capital, L.P. The reporting person disclaims beneficial ownership of the shares owned by the

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limited partnership provided by Rule 16b-3.

- (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 8,000 Common Shares (with tandem tax withholding rights) under the Invacare Corporation 1994 Performance Plan and the Invacare Corporation 2003 Performance Plan, granted in reliance upon the

- (3) exemption provided by Rule 16b-3. All options were granted between March 2, 1999 and March 11, 2004, at exercise prices between \$19.50 to \$44.42 per share, will expire between March 2, 2009 and March 11, 2014 and became or will become exercisable between March 31, 2000 and March 31, 2008.

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.