

WEBER WILLIAM M

Form 4/A

January 03, 2006

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 *
WEBER WILLIAM M

(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)
12/16/2005

4. If Amendment, Date Original
 Filed(Month/Day/Year)
12/20/2005

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares				(A) or (D)	44,183 ⁽¹⁾	D	
Common Shares				Code V Amount (D) Price	16,942	I	By Spouse

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

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 information contained in this form are not
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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)**

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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. I Der Sec (In
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.625	12/16/2005		A ⁽²⁾		3,682	⁽³⁾ 12/16/2015	Common Shares 3,682
Stock Option (Right to Buy)	\$ 23.625	12/16/2005		A ⁽²⁾		3,683	⁽⁴⁾ 12/16/2015	Common Shares 3,683

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBER WILLIAM M ONE INVACARE WAY ELYRIA, OH 44035	X			

Signatures

/s/ William M. Weber by Kristofer K. Spreen, his attorney-in-fact pursuant to Power of Attorney, dated August 24, 2004, on file with the Commission.

01/03/2006

__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) Includes 2,776 Common Shares received as a liquidating distribution from Roundwood Capital, L.P. In prior reports, the reporting person reported beneficial ownership of 17,578 Common Shares held by Roundwood Capital, L.P.

(2) No transaction is being reported on this line. Reported on a previously filed Form 4. On December 20, 2005, the reporting person filed a Form 4 to report a grant of options that occurred on December 16, 2005. Due to an inadvertent clerical error the number of shares reported in Columns 5, 7 and 9 on Table II was incorrect. This amended Form 4 is being filed to report the correct number of shares in Columns 5, 7 and 9 on Table II.

(3) This option shall become exercisable on January 1, 2008 and shall remain exercisable until December 31, 2008.

(4) This option shall become exercisable on January 1, 2009 and shall remain exercisable until December 31, 2009.

(5) The reporting person holds previously reported options to buy 10,000 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

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exemption provided by Rule 16b-3. All options were granted between March 2, 1999 and March 2, 2005, at exercise prices between \$19.50 to \$47.01 per share, will expire between March 2, 2009 and March 2, 2015 and became or will become exercisable between March 31, 2000 and March 31, 2009.

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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