

GOLDBERG CAROL R
 Form 5
 February 13, 2009

FORM 5

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

OMB APPROVAL

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 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 *
GOLDBERG CAROL R

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
**INVERNESS MEDICAL
 INNOVATIONS INC [IMA]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**C/O INVERNESS MEDICAL
 INNOVATIONS, INC., 51
 SAWYER ROAD, SUITE 200**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WALTHAM, MA 02453

(City) (State) (Zip)

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 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 Stock	09/02/2008	^	G4	6,402 D	\$ 0 (1) 38,913	I	See Footnote (2)
Common Stock	^	^	^	^ ^ ^	16,666	I	See Footnote (3)
	^	^	^	^ ^ ^	16,666	I	

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- (3) These securities are owned by the Avram J. Goldberg and Carol R. Goldberg Charitable Remainder Unitrust, of which the reporting person and her spouse are the trustees.
- (4) These securities are owned by the Sidney R. Rabb Trust f/b/o Carol R. Goldberg, of which the reporting person, along with another unrelated individual, is a trustee.

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