

Invesco Ltd.  
Form 5  
February 14, 2008

**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 \*  
Armour Gregory Mark  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
Invesco Ltd. [IVZ]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Managing Director

INVESCO PLC, 1360  
PEACHTREE STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2007

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

ATLANTA, GA 30309  
  
(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)
				(A) or (D) Price			
Common Shares	12/04/2007	^	J(1)	13,328 (1) A \$ 0	14,578 (2)	D	^
Ordinary Shares	12/04/2007	^	J(1)	26,477 D \$ 0	0	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)

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**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 of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Deferred Share Award -Time Vest	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	3,233	Â <sup>(4)</sup>	Â <sup>(5)</sup>	Ordinary Shares
Deferred Share Award -Time Vest	Â	12/04/2007	Â	J <sup>(1)</sup>	1,617 <sup>(1)</sup>	Â	Â <sup>(4)</sup>	Â <sup>(5)</sup>	Common Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	61,960	09/03/2005	09/02/2012	Ordinary Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	30,980 <sup>(1)</sup>	Â	09/03/2005	09/02/2012	Common Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	10,000	02/13/2007	12/15/2013	Ordinary Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	5,000 <sup>(1)</sup>	Â	02/13/2007	12/15/2013	Common Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Armour Gregory Mark  
INVESCO PLC  
1360 PEACHTREE STREET     Â     Â     Â Senior Managing Director     Â  
ATLANTA,Â GAÂ 30309

## Signatures

/s/ Jonathan J. Doyle, as Attorney     02/14/2008  
in Fact

\_\_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).
- This Form 5 reports a reclassification of securities in a transaction subject to Rule 16b-7 and a reverse stock split subject to Rule 16a-9. On December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement under which all shareholders received Common Shares in Invesco, Ltd., the new Bermuda parent company, in exchange for their Ordinary Shares, par value \$0.10 per share, in INVESCO PLC (the "Redomicile"). Following the Redomicile, Invesco Ltd. effected a one-for-two reverse stock split, such that shareholders now hold Common Shares, par value \$0.20 per share, in Invesco Ltd. All equity awards of the issuer were adjusted for these events, and the holdings described on this Form 5 represent the post-Redomicile holdings of the reporting person.
- (1) This Form 5 reports a reclassification of securities in a transaction subject to Rule 16b-7 and a reverse stock split subject to Rule 16a-9. On December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement under which all shareholders received Common Shares in Invesco, Ltd., the new Bermuda parent company, in exchange for their Ordinary Shares, par value \$0.10 per share, in INVESCO PLC (the "Redomicile"). Following the Redomicile, Invesco Ltd. effected a one-for-two reverse stock split, such that shareholders now hold Common Shares, par value \$0.20 per share, in Invesco Ltd. All equity awards of the issuer were adjusted for these events, and the holdings described on this Form 5 represent the post-Redomicile holdings of the reporting person.
  - (2) Reflects common shares acquired pursuant to the vesting of a deferred share award, which was previously reported on a Form 4 filed on December 4, 2007.
  - (3) Not applicable.
  - (4) Following Company's announcement of 2008 annual earnings
  - (5) Deferred Share Award expires upon failure to vest.
  - (6) Exercise Price=4.1650 Pounds Sterling per share
  - (7) Exercise Price=8.3300 Pounds Sterling per share
  - (8) Exercise Price=3.7400 Pounds Sterling per share
  - (9) Exercise Price=7.4800 Pounds Sterling per share

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.