

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 *
Taylor Philip

(Last) (First) (Middle)

11 GREENWAY PLAZA, SUITE 100

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

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

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

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)
Senior Managing Director

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)	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) Amount Price			
Ordinary Shares	12/04/2007	^	J ⁽¹⁾	32,983 D \$ 0 0		D	^
Common Shares	12/04/2007	^	J ⁽¹⁾	16,491 ⁽¹⁾ A \$ 0 5,698 ⁽²⁾		D	^

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

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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 (Instr. 3 and 7)
					(A)	(D)	Date Exercisable	Expiration Date	
Deferred Share Awards - Time Vesting	Â	12/04/2007	Â	J ⁽¹⁾	Â	16,951	02/28/2009	Â ⁽⁴⁾	Ordinary Shares
Deferred Share Awards - Time Vesting	Â	12/04/2007	Â	J ⁽¹⁾	8,476 ⁽¹⁾	Â	02/28/2009	Â ⁽⁴⁾	Common Shares
Deferred Share Awards - Time Vesting	Â	12/04/2007	Â	J ⁽¹⁾	Â	16,951	02/28/2010	Â ⁽⁴⁾	Ordinary Shares
Deferred Share Awards - Time Vesting	Â	12/04/2007	Â	J ⁽¹⁾	8,476 ⁽¹⁾	Â	02/28/2010	Â ⁽⁴⁾	Common Shares
Deferred Share Awards - Time Vesting	Â	12/04/2007	Â	J ⁽¹⁾	Â	16,952	02/28/2008	Â ⁽⁴⁾	Ordinary Shares
Deferred Share Awards - Time Vesting	Â	12/04/2007	Â	J ⁽¹⁾	8,476 ⁽¹⁾	Â	02/28/2008	Â ⁽⁴⁾	Common Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	J ⁽¹⁾	Â	25,000	12/09/2002	12/08/2009	Ordinary Shares
	Â	12/04/2007	Â	J ⁽¹⁾		Â	12/09/2002	12/08/2009	

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Options to Purchase - Time Vesting					12,500 <u>(1)</u>				Common Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	Â	89,400	12/04/2004	12/03/2011	Ordinary Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	44,700 <u>(1)</u>	Â	12/04/2004	12/03/2011	Common Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	Â	34,425	08/07/2003	08/06/2010	Ordinary Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	17,213 <u>(1)</u>	Â	08/07/2003	08/06/2010	Common Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	Â	5,000	08/26/2002	08/25/2009	Ordinary Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	2,500 <u>(1)</u>	Â	08/26/2002	08/25/2009	Common Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	Â	25,000	12/01/2003	11/30/2010	Ordinary Shares
Options to Purchase - Time Vesting	Â	12/04/2007	Â	<u>J(1)</u>	12,500 <u>(1)</u>	Â	12/01/2003	11/30/2010	Common Shares
	Â	12/04/2007	Â	<u>J(1)</u>	Â	333,333	12/31/2008	Â <u>(16)</u>	

Options to Purchase - Time Vesting									Ordinary Shares
Options to Purchase - Time Vesting	12/04/2007		J ⁽¹⁾	166,667 ₍₁₆₎		12/31/2008		(16)	Common Shares
Options to Purchase - Time Vesting	12/04/2007		J ⁽¹⁾		333,333	12/31/2009		(16)	Ordinary Shares
Options to Purchase - Time Vesting	12/04/2007		J ⁽¹⁾	166,667 ₍₁₎		12/31/2009		(16)	Common Shares
Share Save Options to Purchase	12/04/2007		J ⁽¹⁾		73	09/01/2009	03/30/2010		Ordinary Shares
Share Save Options to Purchase	12/04/2007		J ⁽¹⁾	37		09/01/2009	03/30/2010		Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Philip 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	Â	Â	Â Senior Managing Director	Â

Signatures

/s/ Jonathan J. Doyle, as
Attorney-in-Fact

02/14/2008

**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 of 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 of 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 the common shares held as of 12-31-2007, which includes common shares acquired and disposed by the reporting person pursuant to transactions reported on Form 4s filed on December 4, 2007 and December 20, 2007.
 - (3) Not applicable
 - (4) Deferred share awards expire upon failure to vest
 - (5) Exercise Price = 6.6000 Pounds Sterling per share
 - (6) Exercise Price = 13.2000 Pounds Sterling per share
 - (7) Exercise Price = 9.5000 Pounds Sterling per share
 - (8) Exercise Price = 19.0000 Pounds Sterling per share
 - (9) Exercise Price = 11.5800 Pounds Sterling per share
 - (10) Exercise Price = 23.1600 Pounds Sterling per share
 - (11) Exercise Price = 5.4350 Pounds Sterling per share
 - (12) Exercise Price = 10.8700 Pounds Sterling per share
 - (13) Exercise Price = 11.0000 Pounds Sterling per share
 - (14) Exercise Price = 22.0000 Pounds Sterling per share
 - (15) Exercise Price = 0.2500 Pounds Sterling per share
 - (16) 30 days after vesting or, if vesting occurs during Closing Period, 30 days after end of Close Period
 - (17) Exercise Price = 0.5000 Pounds Sterling per share
 - (18) Exercise Price = 0.2500 Pounds Sterling per share
 - (19) Exercise Price = 0.5000 Pounds Sterling per share
 - (20) Exercise Price = 5.0000 Pounds Sterling per share
 - (21) Exercise Price = 10.0000 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.