

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 *
HARTLEY DAVID

(Last) (First) (Middle)

INVESCO LTD., 1360 PEACHTREE STREET

(Street)

ATLANTA, GA 30309

(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)
Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Ordinary Shares | 12/04/2007 | ^ | J ⁽¹⁾ | 134,294 D \$ 0 0 | | D | ^ |
| Common Shares | 12/04/2007 | ^ | J ⁽¹⁾ | 67,147 ⁽¹⁾ A \$ 0 102,778 ⁽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 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|------------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Deferred Share Awards Time -Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 58,333 | 11/30/2008 | Â ⁽⁴⁾ | Ordinary Shares |
| Deferred Share Awards Time -Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 29,167 ⁽¹⁾ | Â | 11/30/2008 | Â ⁽⁴⁾ | Common Shares |
| Deferred Share Awards Time -Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 58,333 | 11/30/2009 | Â ⁽⁴⁾ | Ordinary Shares |
| Deferred Share Awards Time -Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 29,167 ⁽¹⁾ | Â | 11/30/2009 | Â ⁽⁴⁾ | Common Shares |
| Options to Purchase Time -Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 25,000 | 10/30/2001 | 10/29/2008 | Ordinary Shares |
| Options to Purchase Time -Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 12,500 ⁽¹⁾ | Â | 10/30/2001 | 10/29/2008 | Common Shares |
| Options to Purchase Time -Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 25,000 | 12/18/2001 | 12/17/2008 | Ordinary Shares |
| Options to Purchase Time | Â | 12/04/2007 | Â | J ⁽¹⁾ | 12,500 ⁽¹⁾ | Â | 12/18/2001 | 12/17/2008 | Common Shares |

| | | | | | | | | | |
|--|---|------------|---|------------------|--------------------------|--------|------------|------------|--------------------|
| -Vesting Options to Purchase Time | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 25,000 | 12/09/2002 | 12/08/2009 | Ordinary Shares |
| -Vesting Options to Purchase Time | Â | 12/04/2007 | Â | J ⁽¹⁾ | 12,500 ⁽¹⁾ | Â | 12/09/2002 | 12/08/2009 | Common Shares |
| -Vesting Options to Purchase Time | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 24,500 | 12/04/2004 | 12/03/2011 | Ordinary Shares |
| -Vesting Options to Purchase Time | Â | 12/04/2007 | Â | J ⁽¹⁾ | 12,250 | Â | 12/04/2004 | 12/03/2011 | Common Shares |
| -Vesting Options to Purchase Time | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 40,000 | 12/01/2003 | 11/30/2010 | Ordinary Shares |
| -Vesting Options to Purchase Time | Â | 12/04/2007 | Â | J ⁽¹⁾ | 20,000 ⁽¹⁾ | Â | 12/01/2003 | 11/30/2010 | Common Shares |
| -Vesting Options to Purchase Performance Vesting Vested | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 25,000 | 02/13/2007 | 02/15/2013 | Ordinary Shares |
| Option to Purchase Performance Vesting Vested | Â | 12/04/2007 | Â | J ⁽¹⁾ | 12,500 | Â | 02/13/2007 | 02/15/2013 | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARTLEY DAVID INVESCO LTD. 1360 PEACHTREE STREET ATLANTA, GA 30309 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

/s/ Jonathan J. Doyle,
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 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) Includes common shares acquired pursuant to the vesting of deferred share awards, which was previously reported on a Form 4 filed on December 4, 2007.
- (2) Not applicable.
- (3) Deferred Share Award expires upon failure to vest.
- (4) Exercise Price = 4.1600 Pounds Sterling per share
- (5) Exercise Price = 8.3200 Pounds Sterling per share
- (6) Exercise Price = 4.2900 Pounds Sterling per share
- (7) Exercise Price = 8.5800 Pounds Sterling per share
- (8) Exercise Price = 6.60000 Pounds Sterling per share
- (9) Exercise Price = 13.2000 Pounds Sterling per share
- (10) Exercise Price = 9.5000 Pounds Sterling per share
- (11) Exercise Price = 19.0000 Pounds Sterling per share
- (12) Exercise Price = 11.0000 Pounds Sterling per share
- (13) Exercise Price = 22.0000 Pounds Sterling per share
- (14) Exercise Price = 3.74000 Pounds Sterling per share
- (15) Exercise Price = 7.4800 Pounds Sterling per share

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