

Invesco Ltd.  
Form 5  
February 14, 2008

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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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 \*  
STARR LOREN M

(Last) (First) (Middle)

INVESCO PLC, 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)  
Senior Managing Director & CFO

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 <sup>(1)</sup>	220,746 D \$ 0 0		D	^
Common Shares	12/04/2007	^	J <sup>(1)</sup>	110,373 A \$ 0 110,373		D	^
Ordinary Shares	12/04/2007	^	J <sup>(1)</sup>	17,044 A \$ 0 0 <sup>(2)</sup>		D	^
Ordinary Shares	12/04/2007	^	J <sup>(1)</sup>	17,044 D \$ 0 0		D	^

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Common Shares 12/04/2007 Â J<sup>(1)</sup> 8,522 A \$ 0 104,745 <sup>(3)</sup> D Â

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

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SEC 2270 (9-02)

**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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
American Depository Shares	\$ 0	12/04/2007	Â	J <sup>(1)</sup>	Â 8,522	Â <sup>(2)</sup> Â <sup>(2)</sup>	Ordinary Shares	17,044

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARR LOREN M INVESCO PLC 1360 PEACHTREE STREET ATLANTA, GA 30309	Â	Â	Â Senior Managing Director & CFO	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).

(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) Not applicable

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(3) Includes 54523 Common Shares subject to a Restricted Share Award -Time Vesting

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