

Invesco Ltd.
Form 5
February 14, 2008

FORM 5

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

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

OMB APPROVAL

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1. Name and Address of Reporting Person *
Yerbury Bob

(Last) (First) (Middle)

INVESCO
PERPETUAL,Â PERPETUAL
PARK

(Street)

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)

HENLEY-ON-THAMS,Â X0Â rg9
1hh

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|---|--|---|
| Ordinary Shares | 12/04/2007 | Â | J ⁽¹⁾ | 299,740 D \$ 0 0 | | D | Â |
| Common Shares | 12/04/2007 | Â | J ⁽¹⁾ | 149,870 ⁽¹⁾ A \$ 0 141,685 ⁽²⁾ | | D | Â |
| Ordinary Shares | 12/04/2007 | Â | J ⁽¹⁾ | 105,250 D \$ 0 0 | | I | By spouse |
| Common | 12/04/2007 | Â | J ⁽¹⁾ | 52,625 A \$ 0 52,625 | | I | By spouse |

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Shares

(1)

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Deferred Share Awards -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 333,333 | 11/30/2008 | Â ⁽⁴⁾ | Ordinary Shares |
| Deferred Share Awards -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 166,667 ⁽¹⁾ | Â | 11/30/2008 | Â ⁽⁴⁾ | Common Shares |
| Deferred Share Awards -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 333,333 | 11/30/2009 | Â ⁽⁴⁾ | Ordinary Shares |
| Deferred Share Awards -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 166,667 ⁽¹⁾ | Â | 11/30/2009 | Â ⁽⁴⁾ | Common Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 25,000 | 12/04/2004 | 12/03/2011 | Ordinary Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 12,500 ⁽¹⁾ | Â | 12/04/2004 | 12/03/2011 | Common Shares |

| | | | | | | | | | |
|-----------------------------------|---|------------|---|------------------------|----------------------|--------|------------|------------|-----------------|
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | <u>J⁽¹⁾</u> | Â | 47,561 | 12/07/2004 | 02/06/2011 | Ordinary Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | <u>J⁽¹⁾</u> | 23,781 <u>(1)</u> | Â | 12/07/2004 | 02/06/2011 | Common Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | <u>J⁽¹⁾</u> | Â | 68,798 | 03/12/2002 | 03/11/2009 | Ordinary Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | <u>J⁽¹⁾</u> | 34,399 <u>(1)</u> | Â | 03/12/2002 | 03/11/2009 | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yerbury Bob INVESCO PERPETUAL PERPETUAL PARK HENLEY-ON-THAMS,Â X0Â rg9 1hh | 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).
- (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) Includes 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. Also reflects common shares sold to the issuer, which was previously reported on a Form 4 filed on December 14, 2007. The Form 4 filed on December 14, 2007 aggregated the shares held directly by the reporting person and indirectly by his spouse.

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This Form 5 shows these holdings separately.

- (3) Not applicable
- (4) Deferred Share Award expires upon failure to vest
- (5) Exercise Price=9.5000 Pounds Sterling per share
- (6) Exercise Price=19.0000 Pounds Sterling per share
- (7) Exercise Price=14.4000 Pounds Sterling per share
- (8) Exercise Price=28.8000 Pounds Sterling per share
- (9) Exercise Price=13.6600 Pounds Sterling per share
- (10) Exercise Price=27.3200 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.