

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 \*  
**Robertson James**

(Last) (First) (Middle)

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**

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)
Common Shares	12/04/2007	Â	J <sup>(1)</sup>	501,031	501,031 <sup>(2)</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)**

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	150,000	12/09/2002	12/08/2009	Ordinary Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	75,000	Â	12/09/2002	12/08/2009	Common Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	150,000	12/04/2004	12/03/2011	Ordinary Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	75,000	Â	12/04/2004	12/03/2011	Common Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	100,000	12/01/2003	11/30/2010	Ordinary Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	50,000	Â	12/01/2003	11/30/2010	Common Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robertson James 1360 PEACHTREE STREET ATLANTA, GA 30309	Â X	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) See Explanation of Responses.
- (2) Includes 21189 Common Shares subject to a Restricted Share Award.
- (3) Exercise price=6,6000 Pounds sterling per share.
- (4) Exercise price=13.2000 Pounds sterling per share.
- (5) Exercise price=9.500 Pounds sterling per share.
- (6) Exercise price=19.000 Pounds sterling per share.
- (7) Exercise price=11.0000 Pounds sterling per share.
- (8) Exercise price=22.0000 Pounds sterling per share.

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### Remarks:

This Form 5 reports a reclassification of securities in a transaction subject to Rule 16b-7 and a r

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