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INVESCO PLC/LONDON/ Form 6-K June 01, 2007

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16 Under
the Securities Exchange Act of 1934

For the month of June, 2007

Commission File Number 001-13908

INVESCO, Inc.

(Translation of registrant's name into English)

30 Finsbury Square, London EC2A 1AG, ENGLAND

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F X Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- $\,$ N/A

Description of document filed: INVESCO PLC - Voting Rights and Capital as at 31 May 2007

INVESCO PLC
IMMEDIATE RELEASE 1 JUNE 2007

INVESCO PLC - Voting Rights and Capital

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as at 31 May 2007

In conformity with the Transparency Directive's transitional provision 6 INVESCO notifies the following information in relation to its issued share capital.

INVESCO PLC's issued share capital consists of:-

840,887,583 ordinary shares of US\$0.10 each with 1 vote for every 4 shares held and

1 Special Voting share representing the voting rights of 18,918,892 Exchangeable shares on a 1 for 4 basis.

The total number of voting rights in INVESCO PLC is 214,951,618 votes.

The above figure 214,951,618 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, INVESCO PLC under the FSA's Disclosure and Transparency Rules.

-END-

CONTACT: MICHAEL PERMAN TEL: 020 7065 3942

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMVESCAP PLC
-----(Registrant)

Date 02 June, 2007

By /s/ Michael Perman
----(Signature)

Michael Perman Company Secretary