

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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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 *
Yerbury Bob

(Last) (First) (Middle)

INVESCO
PERPETUAL, PERPETUAL
PARK

(Street)

HENLEY-ON-THAMS, X0 rg9
1hh

(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)
				(A) or (D) Price			
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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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	<u>J</u> ⁽¹⁾	Â	333,333	11/30/2008	Â <u>(4)</u>	Ordinary Shares
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	<u>J</u> ⁽¹⁾	166,667 <u>(1)</u>	Â	11/30/2008	Â <u>(4)</u>	Common Shares
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	<u>J</u> ⁽¹⁾	Â	333,333	11/30/2009	Â <u>(4)</u>	Ordinary Shares
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	<u>J</u> ⁽¹⁾	166,667 <u>(1)</u>	Â	11/30/2009	Â <u>(4)</u>	Common Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	<u>J</u> ⁽¹⁾	Â	25,000	12/04/2004	12/03/2011	Ordinary Shares
Options to Purchase -Time Vesting	Â	12/04/2007	Â	<u>J</u> ⁽¹⁾	12,500 <u>(1)</u>	Â	12/04/2004	12/03/2011	Common Shares

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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.