

Invesco Ltd.
Form 5
February 14, 2017

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 *
FLANAGAN MARTIN L

(Last) (First) (Middle)

1555 PEACHTREE STREET
NE, SUITE 1800

(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)
12/31/2016

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)
President & CEO

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) | (A) or (D) | Price | 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 | 08/02/2016 | Â | G | 2,257,056 | D | \$ 0 (1) | 0 | I | By Trust |
| Common Shares | 08/02/2016 | Â | G | 1,771,596 | A | \$ 0 | 1,771,596 | I | By Trust |
| Common Shares | 08/02/2016 | Â | G | 225,000 | A | \$ 0 | 225,000 | I | By Trust |
| Common Shares | 08/02/2016 | Â | G | 260,460 | A | \$ 0 | 754,856 | D | Â |

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| | | | | | | | | | |
|---------------|------------|---|---|---------|---|------|-----------|---|----------|
| Common Shares | 08/03/2016 | Â | G | 260,460 | D | \$ 0 | 494,396 | D | Â |
| Common Shares | 08/03/2016 | Â | G | 260,460 | A | \$ 0 | 260,460 | I | By GRAT |
| Common Shares | 08/22/2016 | Â | G | 53,385 | D | \$ 0 | 752,850 | I | By GRAT |
| Common Shares | 08/22/2016 | Â | G | 53,385 | A | \$ 0 | 547,781 | D | Â |
| Common Shares | 08/25/2016 | Â | G | 53,385 | D | \$ 0 | 494,396 | D | Â |
| Common Shares | 08/25/2016 | Â | G | 53,385 | A | \$ 0 | 1,824,981 | I | By Trust |
| Common Shares | 08/24/2016 | Â | G | 87 | D | \$ 0 | 752,763 | I | By GRAT |
| Common Shares | 08/24/2016 | Â | G | 87 | A | \$ 0 | 494,483 | D | Â |
| Common Shares | 08/25/2016 | Â | G | 87 | D | \$ 0 | 494,396 | D | Â |
| Common Shares | 08/25/2016 | Â | G | 87 | A | \$ 0 | 1,825,068 | I | By Trust |
| Common Shares | 12/20/2016 | Â | G | 33,750 | D | \$ 0 | 91,235 | I | By GRAT |
| Common Shares | 12/20/2016 | Â | G | 33,750 | A | \$ 0 | 528,146 | D | Â |
| Common Shares | 12/21/2016 | Â | G | 33,750 | D | \$ 0 | 494,396 | D | Â |
| Common Shares | 12/21/2016 | Â | G | 33,750 | A | \$ 0 | 1,858,818 | I | By Trust |

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

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(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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

4, and 5)

| | | | | |
|-----|---------------------|--------------------|-------|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| (A) | (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLANAGAN MARTIN L 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309 | X | ^ | ^ President & CEO | ^ |

Signatures

/s/ Robert H. Rigsby, as Attorney
in Fact 02/14/2017

__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).

This Form 5 reports (i) a bona fide gift by the reporting person from a trust of which the reporting person is a trustee into (a) two newly established trusts, each of which the reporting person is a trustee, and (b) a newly established Grantor Retained Annuity Trust (GRAT); and (ii) two in-kind annuity distributions from previously established GRATs.

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.