

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 \*  
**Lo Andrew Tak Shing**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**Invesco Ltd. [IVZ]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**INVESCO, 32/F THREE PACIFIC PLACE, 1 QUEENS ROAD EAST**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior Managing Director**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**HONG KONG, F4 00000**  
  
(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)
				(A) Amount or (D) Price			
Ordinary Shares	12/04/2007	^	J <sup>(1)</sup>	1,942.7233 D \$ 0 0		D	^
Common Shares	12/04/2007	^	J <sup>(1)</sup>	971 <sup>(1)</sup> A \$ 0 176,903 <sup>(2)</sup>		D	^

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

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SEC 2270 (9-02)

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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 Underlying Instrument (Instr. 7)
					(A)	(D)	Date Exercisable	Expiration Date	
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	333,333	12/31/2008	Â <sup>(4)</sup>	Ordin Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	166,666 <sub>(1)</sub>	Â	12/31/2008	Â <sup>(4)</sup>	Comm Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	333,333	12/31/2009	Â <sup>(4)</sup>	Ordin Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	166,666 <sub>(1)</sub>	Â	12/31/2009	Â <sup>(4)</sup>	Comm Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	25,000	10/30/2001	10/29/2008	Ordin Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	12,500 <sub>(1)</sub>	Â	10/30/2001	10/29/2008	Comm Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	25,000	12/09/2002	12/08/2009	Ordin Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	12,500 <sub>(1)</sub>	Â	12/09/2002	12/08/2009	Comm Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	150,000	12/04/2004	12/03/2011	Ordin Share

Vesting

Options to Purchase -Time Vesting

Â	12/04/2007	Â	J <sup>(1)</sup>	75,000 <sub>(1)</sub>	Â	12/04/2004	12/03/2011	Comm Share
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Options to Purchase -Time Vesting

Â	12/04/2007	Â	J <sup>(1)</sup>	Â	42,500	12/01/2003	11/30/2010	Ordin Share
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Options to Purchase -Time Vesting

Â	12/04/2007	Â	J <sup>(1)</sup>	21,250 <sub>(1)</sub>	Â	12/01/2003	11/30/2010	Comm Share
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Options to Purchase -Performance Vesting -Vested

Â	12/04/2007	Â	J <sup>(1)</sup>	Â	50,000	02/13/2007	12/15/2013	Ordin Share
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Options to Purchase -Performance Vesting -Vested

Â	12/04/2007	Â	J <sup>(1)</sup>	25,000 <sub>(1)</sub>	Â	02/13/2007	12/15/2013	Comm Share
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lo Andrew Tak Shing INVESCO, 32/F THREE PACIFIC PLACE 1 QUEENS ROAD EAST HONG KONG, Â F4Â 00000	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

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person.

- (2) Includes common shares acquired pursuant to the vesting of deferred share awards, which were previously reported on Form 4s filed on December 4, 2007 and January 3, 2008.
- (3) Not applicable
- (4) Deferred share award expires upon failure to vest
- (5) Exercise Price=4.1600 Pounds Sterling per share
- (6) Exercise Price=8.3200 Pounds Sterling per share
- (7) Exercise Price=6.6000 Pounds Sterling per share
- (8) Exercise Price=13.2000 Pounds Sterling per share
- (9) Exercise Price=9.5000 Pounds Sterling per share
- (10) Exercise Price=19.0000 Pounds Sterling per share
- (11) Exercise Price=11.0000 Pounds Sterling per share
- (12) Exercise Price=22.0000 Pounds Sterling per share
- (13) Exercise Price=3.7400 Pounds Sterling per share
- (14) Exercise Price=7.48 Pounds Sterling per share

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