

INVESCO PLC/LONDON/
Form 4
December 04, 2007

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Yerbury Bob

(Last) (First) (Middle)

INVESCO
PERPETUAL, PERPETUAL PARK

(Street)

HENELY-ON-THAMES,
ENGLAND RG91HH

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INVESCO PLC/LONDON/ [IVZ]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2007

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares, par value \$0.20 per share ⁽¹⁾	11/30/2007		C	A	\$ 0	369,162 ⁽⁴⁾	D
						<u>166,667</u> ⁽²⁾	

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Awards - Time Vesting	\$ 0	11/30/2007		C	333,334 (2)	11/30/2007	(3)	Common Shares, par value \$0.20 per share	166,667 (2)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Yerbury Bob
INVESCO PERPETUAL
PERPETUAL PARK
HENELY-ON-THAMES, ENGLAND RG91HH

Senior Managing Director

Signatures

/s/ Jonathan J. Doyle, as Attorney
in Fact 12/04/2007

**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) On December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement under which 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. 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.

(2) Shares acquired pursuant to vesting of a Deferred Share Award - Time Vesting, with respect to 333334 Ordinary Shares in INVESCO PLC. Following the redomicile and reverse stock split described in footnote 1, a total of 166667 Common Shares in Invesco Ltd. were acquired.

(3) Deferred Share Award expires upon failure to vest.

(4) Includes 33612 Common Shares subject to a Restricted Share Award previously reported on a separate line on Form 3; also includes 52625 Common Shares held indirectly by spouse.

Remarks:

This Form 4 reports the vesting of certain Deferred Share Awards - Time Vesting on November 30, 2007. As explained in the

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hereto, on December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement under which shareholders of Invesco Ltd. received Common Shares in Invesco Ltd., the new Bermuda parent company, in exchange for their Ordinary Shares, par value \$0.20 per share, in INVESCO PLC. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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