

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| Robertson James | | | Invesco Ltd. [IVZ] | |
| (Last) | (First) | (Middle) | | (Check all applicable) |
| 1360 PEACHTREE STREET | | | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| (Street) | | | 12/31/2007 | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| ATLANTA, GA 30309 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | Senior Managing Director |
| (City) | (State) | (Zip) | | 6. Individual or Joint/Group Reporting (check applicable line) |
| | | | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Shares | 12/04/2007 | Â | J ⁽¹⁾ | 501,031 ^A ₍₁₎ \$ 0 | 501,031 ⁽²⁾ | D | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 150,000 | 12/09/2002 | 12/08/2009 | Ordinary Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 75,000 | Â | 12/09/2002 | 12/08/2009 | Common Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 150,000 | 12/04/2004 | 12/03/2011 | Ordinary Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 75,000 | Â | 12/04/2004 | 12/03/2011 | Common Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | Â | 100,000 | 12/01/2003 | 11/30/2010 | Ordinary Shares |
| Options to Purchase -Time Vesting | Â | 12/04/2007 | Â | J ⁽¹⁾ | 50,000 | Â | 12/01/2003 | 11/30/2010 | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robertson James 1360 PEACHTREE STREET ATLANTA, GA 30309 | Â X | 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) See Explanation of Responses.
- (2) Includes 21189 Common Shares subject to a Restricted Share Award.
- (3) Exercise price=6,6000 Pounds sterling per share.
- (4) Exercise price=13.2000 Pounds sterling per share.
- (5) Exercise price=9.500 Pounds sterling per share.
- (6) Exercise price=19.000 Pounds sterling per share.
- (7) Exercise price=11.0000 Pounds sterling per share.
- (8) Exercise price=22.0000 Pounds sterling per share.

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Remarks:

This Form 5 reports a reclassification of securities in a transaction subject to Rule 16b-7 and a r

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