

Invesco Ltd.  
Form 4  
March 03, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Taylor Philip

(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. Date of Earliest Transaction (Month/Day/Year)  
02/28/2015

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Shares	02/28/2015		M		37,909	A	\$ 0	204,484	D
Common Shares	02/28/2015		M		29,022	A	\$ 0	233,506	D
Common Shares	02/28/2015		A		8,958	A	\$ 0	242,464	D
Common Shares	02/28/2015		M		24,453	A	\$ 0	266,917	D
Common Shares	02/28/2015		A		7,215	A	\$ 0	274,132	D

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Common Shares      02/28/2015      F      53,275      D      \$ 40.27      220,857      D

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
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		M	37,909	<u>(2)</u> <u>(2)</u>	Common Shares      37,909
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		M	29,022	<u>(2)</u> <u>(2)</u>	Common Shares      29,022
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		M	24,453	<u>(2)</u> <u>(2)</u>	Common Shares      24,453
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		A	54,559	<u>(2)</u> <u>(2)</u>	Common Shares      54,559
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		A	18,186	<u>(3)</u> <u>(3)</u>	Common Shares      18,186

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Philip 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309			Senior Managing Director	

## Signatures

/s/ Robert H. Rigsby, as Attorney  
in Fact

03/03/2015

\_\_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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of Invesco Ltd.
  - (2) The Restricted Stock Units vest in three equal annual installments and expire upon the employee's termination of employment.
  - (3) The Restricted Stock Units vest in one installment on the fourth anniversary of the date of grant and expire upon the employee's termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space 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.