

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 *
HARTLEY DAVID

(Last) (First) (Middle)

INVESCO PLC, 1360 PEACHTREE STREET

(Street)

ATLANTA, GA 30309

(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)

Chief Accounting Officer

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	29,167	A	\$ 0	96,314 D
Common Shares, par value \$0.20 per share ⁽¹⁾	11/30/2007		C	6,464	A	\$ 0	102,778 ⁽⁴⁾ 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)	8. Amount or Number of Shares
Deferred Share Awards - Time Vesting	\$ 0	11/30/2007		C	58,334 (2)	11/30/2007 (3)	Common Shares, par value \$0.20 per share	29,167 (2)
Deferred Share Awards - Time Vesting	\$ 0	11/30/2007		C	12,929 (2)	11/30/2007 (3)	Common Shares, par value \$0.20 per share	6,464 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTLEY DAVID INVESCO PLC 1360 PEACHTREE STREET ATLANTA, GA 30309			Chief Accounting Officer	

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

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shareholders now hold Common Shares, par value \$0.20 per share.

Shares acquired pursuant to vesting of two Deferred Share Awards - Time Vesting, with respect to 58334 and 12929 Ordinary Shares in

- (2) INVESCO PLC, respectively. Following the redomicile and reverse stock split described in footnote 1, a total of 29167 and 6464 Common Shares in Invesco Ltd. were acquired, respectively.
- (3) Deferred Share Award expires upon failure to vest.
- (4) Includes 5697 Common Shares subject to a Restricted Share Award previously reported on a separate line on Form 3.

Remarks:

This Form 4 reports the vesting of certain Deferred Share Awards - Time Vesting on November 30, 2007. As explained in the hereto, on December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement and received Common Shares in Invesco Ltd., the new Bermuda parent company, in exchange for their Ordinary Shares, par value 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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