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| Invesco Ltd. Form 4 January 03, 2 | 2008 | | | | | | | | | |
|--|--|---|---|---|-----------|---|--|--|----------|--|
| FORN Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b). | is box ger STATEM 6. r Filed purs ns Section 17(a | Wa ENT OF CHAN uant to Section 1) of the Public U | SECURITIES AND EXCHANGE C Washington, D.C. 20549 CHANGES IN BENEFICIAL OWN SECURITIES ection 16(a) of the Securities Exchange ublic Utility Holding Company Act of of the Investment Company Act of 194 | | | | ERSHIP OF Act of 1934, 1935 or Sectior | OMB Number: Expires: Estimated a burden hour response | • | |
| (Print or Type I | Responses) | | | | | | | | | |
| Robertson James Symbol | | | Issuer Name and Ticker or Trading bol esco Ltd. [IVZ] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | (Last) (First) (Middle) 3. Date of Ea (Month/Day, VESCO LTD., 1360 12/31/200 ACHTREE STREET | | | ransaction | | | (Check all applicable) <u>X</u> Director <u>X</u> Officer (give title <u>10%</u> Owner below) Senior Managing Director | | | |
| | (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| ATLANTA | , GA 30309 | | | | | | Person | | ·····o | |
| (City) | (State) (2 | Zip) Tab | le I - Non-l | Derivative Se | curities | Acqu | ired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | 4. Securitie on(A) or Disp (Instr. 3, 4 | osed of (| | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Shares, par value \$0.20 per share (1) | 12/31/2007 | | Code V | Amount 250,000 (2) | (D) F | Price | (Instr. 3 and 4) 604,171 (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. Transactic Code (Instr. 8) | | | 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 | 12/31/2007 | | С | | 250,000 (2) | 12/31/2007 | <u>(3)</u> | Common Shares, par value \$0.20 per share | 250,000 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|--------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Robertson James INVESCO LTD. 1360 PEACHTREE STREET ATLANTA, GA 30309 | Х | | Senior Managing Director | | | | | |
| Signatures | | | | | | | | |
| /s/ Jonathan J. Doyle, as Attorn in Fact | ey | 01/03 | /2008 | | | | | |

Signature of Reporting Person

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).

Date

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

(1) 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.

Shares acquired pursuant to vesting of a Deferred Share Award - Time Vesting, with respect to 500000 Ordinary Shares in INVESCO(2) PLC. Following the redomicile and reverse stock split described in footnote 1, a total of 250000 Common Shares in Invesco Ltd. were

- acquired.
- (3) Deferred Share Award expires upon failure to vest.
- (4) Includes 21189 Common Shares subject to a Restricted Share Award.

Remarks:

This Form 4 reports the vesting of certain Deferred Share Awards - Time Vesting on December 31, 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 u

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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 share 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. 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.