

Invesco Ltd.
Form 4
February 12, 2008

FORM 4

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

OMB APPROVAL

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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)

11 GREENWAY PLAZA, SUITE 100

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Invesco Ltd. [IVZ]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2008

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common shares, par value \$0.20 per share ⁽¹⁾ | 02/08/2008 | | X | | 166,667 | A | \$ 0.9731 |
| Common Shares, par value \$0.20 per share | 02/08/2008 | | X | | 50,000 | A | \$ 12.4172 |
| Common Shares par | 02/08/2008 | | F | | 43,415 | D | \$ 26.28 |

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value
\$0.20 per
share

Common
Shares,

par value 02/08/2008 F 29,745 D \$ 26.28 149,205 D

\$0.20 per
share

Common
shares,

par value 02/08/2008 D 143,507 D \$ 26.28 5,698 D

\$0.20 per
share

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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(9-02)

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 Number Shares |
| Employee share option (right to buy) | \$ 0.9731 | 02/08/2008 | | X | 166,667 | 12/31/2007 03/07/2008 | Common shares, par value \$0.20 per share 166,6 |
| Employee share option (right to buy) | \$ 12.4172 | 02/08/2008 | | X | 50,000 | 02/07/2008 12/30/2014 | Common Shares, par value \$0.20 per share 50,00 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Taylor Philip
11 GREENWAY PLAZA
SUITE 100
HOUSTON, TX 77046

Senior Managing Director

Signatures

/s/ Jonathan J. Doyle, as Attorney
in Fact

02/12/2008

__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) 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) On February 8, 2008, an authorized committee of the Board of Directors of the issuer approved the specific terms of the disposition by the reporting person to the issuer in order to exempt the transaction from the provisions of Section 16(b) of the Securities Exchange Act of 1934, as amended.

Remarks:

This Form 4 reports the exercise by the reporting person of certain employee share options (right to buy), the withholding of shares to satisfy payment of exercise price and tax liabilities, and the disposition by the reporting person to the issuer of the balance of the common shares received.

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.