

Powershares Actively Managed Exchange-Traded Fund Trust

Form SC 13G/A

September 10, 2010

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13D-1(b) AND  
AMENDMENTS FILED THERETO FILED PURSUANT TO RULE 13D-2(b)

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

PowerShares Active Low Duration Portfolio  
(Name of Issuer)

ETF  
(Title of Classes of Securities)

73935B409  
(CUSIP Numbers)

August 31, 2010  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- : X Rule 13d-1(b)
- : Rule 13d-1(c)
- : Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.:73935B409

- |    |  |   |   |
|----|--|---|---|
| 1  | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  |   |   |
|    | Invesco Ltd.<br>IRS # 980557567  |   |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a)<br>(b)                        |   |   |
| 3  | SEC USE ONLY   |   |   |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Invesco Ltd. – Bermuda                     |   |   |
|    |  | 5 | SOLE VOTING POWER   |
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 6 | Invesco PowerShares Capital Management – 19,716<br>SHARED VOTING POWER      |
|    |  | 7 | SOLE DISPOSITIVE POWER  |
|    |  | 8 | Invesco PowerShares Capital Management – 19,716<br>SHARED DISPOSITIVE POWER |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>19,716             |   |   |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*                  |   |   |
|    | N/A  |   |   |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br><br>4.9%                            |   |   |
| 12 | TYPE OF REPORTING PERSON*  |   |   |
|    | See Item 3 of this statement   |   |   |

Item 1(a). Name of Issuer:

PowerShares Active Low Duration Portfolio

(b). Address of Issuer's Principal Executive Offices:

Invesco PowerShares Capital Mgmt LLC; 300 West Roosevelt Road; Wheaton, IL 60187; United States

Item 2(a). Name of Person Filing:

Invesco Ltd.

(b). Address of Principal Business Office or, if none, residence of filing person:

1555 Peachtree Street NE; Atlanta, GA 30309; United States

(c). Citizenship of filing person:

Bermuda

(d). Title of Classes of Securities:

ETF .01 par value per share

(e). CUSIP Numbers:

73935B409

Item 3. If this Statement is Filed Pursuant to ss240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)

(g)  A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G)

Item 4. Ownership:

Please see responses to Items 5-8 on the cover of this statement, which are incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

N/A



Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

The following subsidiary of Invesco Ltd. is an investment adviser which holds shares of the security being reported:  
Invesco PowerShares Capital Management

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of a Group:

N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

09/10/2010

Date

Invesco Ltd.

By: /s/ Lisa Brinkley

Lisa Brinkley

Global Assurance Officer

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o

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION  
**Cayman Islands company**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5.

SOLE VOTING POWER  
**0**

6.

SHARED VOTING POWER  
**13,356,950 shares of Common Stock**

7.

SOLE DISPOSITIVE POWER  
**0**

8.

SHARED DISPOSITIVE POWER  
**See Row 6 above.**

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**See Row 6 above.**

10.

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

0

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).**

12.

TYPE OF REPORTING PERSON  
CO



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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Credit Products Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>	
	6.	SHARED VOTING POWER <b>13,356,950 shares of Common Stock</b>	
	7.	SOLE DISPOSITIVE POWER <b>0</b>	
	8.	SHARED DISPOSITIVE POWER <b>See Row 6 above.</b>	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Jackson Investment Fund Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO; HC</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Credit Trading Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO</b>		

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Citadel Antaeus International Investments Ltd.</b>		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands company</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	<b>0</b>
	6.	SHARED VOTING POWER	<b>13,356,950 shares of Common Stock</b>
	7.	SOLE DISPOSITIVE POWER	<b>0</b>
	8.	SHARED DISPOSITIVE POWER	<b>See Row 6 above.</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>See Row 6 above.</b>		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).</b>		
12.	TYPE OF REPORTING PERSON <b>CO; HC</b>		

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Item 1(a) Name of Issuer: **CINCINNATI BELL INC.**  
 1(b) Address of Issuer's Principal Executive Offices:

**201 East Fourth Street  
 Cincinnati, Ohio 45202**

Item 2(a) Name of Person Filing  
 Item 2(b) Address of Principal Business Office  
 Item 2(c) Citizenship

Citadel Limited Partnership  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Illinois limited partnership

GLB Partners, L.P.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Delaware limited partnership

Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Delaware limited liability company

Kenneth Griffin  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 U.S. Citizen

Citadel Wellington Partners L.P.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Illinois limited partnership

Citadel Wellington Partners L.P. SE  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Delaware limited partnership

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Citadel Kensington Global Strategies Fund Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Bermuda company

Citadel Equity Fund Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Citadel Credit Products Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Citadel Jackson Investment Fund Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Citadel Credit Trading Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Citadel Antaeus International Investments Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Title of Class of Securities:

2(d)

**Common Stock**

CUSIP Number: **171871106**

2(e)

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

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- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4 Ownership:

**CITADEL LIMITED PARTNERSHIP  
GLB PARTNERS, L.P.  
CITADEL INVESTMENT GROUP, L.L.C.  
KENNETH GRIFFIN  
CITADEL WELLINGTON PARTNERS L.P.**

**CITADEL WELLINGTON PARTNERS L.P. SE  
CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.  
CITADEL EQUITY FUND LTD.**

**CITADEL CREDIT PRODUCTS LTD.**

**CITADEL JACKSON INVESTMENT FUND LTD.**

**CITADEL CREDIT TRADING LTD.**

**CITADEL ANTAEUS INTERNATIONAL INVESTMENTS LTD.**

(a) Amount beneficially owned:

13,356,950 shares of Common Stock

(b) Percent of Class:

Approximately 5.4% as of December 31, 2004 (based on 245,267,381 shares of Common Stock issued and outstanding as of October 31, 2004).

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:



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0

(ii) shared power to vote or to direct the vote:

See item (a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See item (a) above.

Item 5  
Not Applicable.

Ownership of Five Percent or Less of a Class:

Item 6  
Not Applicable.

Ownership of More than Five Percent on Behalf of Another Person:

Item 7  
See Item 2 above.

Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Item 8  
Not Applicable.

Identification and Classification of Members of the Group:

Item 9  
Not Applicable.

Notice of Dissolution of Group:

Item 10

Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in

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connection with or as a participant in any transaction having that purpose or effect.

\* Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 8<sup>th</sup> day of February, 2005

**KENNETH GRIFFIN**

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, attorney-in-fact\*

**CITADEL LIMITED PARTNERSHIP**

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL INVESTMENT GROUP, L.L.C.**

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**GLB PARTNERS, L.P.**

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL CREDIT PRODUCTS LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL ANTAEUS INTERNATIONAL INVESTMENTS LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL JACKSON INVESTMENT FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

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**CITADEL WELLINGTON PARTNERS  
L.P.**

By: Citadel Limited Partnership,  
its General Partner

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL CREDIT TRADING LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL KENSINGTON GLOBAL  
STRATEGIES FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL EQUITY FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL WELLINGTON PARTNERS  
L.P. SE**

By: Citadel Limited Partnership,  
its General Partner

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel