Invesco Ltd. Form 5 February 14, 2008

Shares

Shares

Shares

Ordinary

Ordinary

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J(1)

J(1)

17,044

17,044

A

D

\$0

\$0

 $0^{(2)}$

0

D

D

12/04/2007

12/04/2007

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STARR LOREN M Symbol Invesco Ltd. [IVZ] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2007 below) below) INVESCO PLC, 1360 Senior Managing Director & CFO PEACHTREE STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ATLANTA, GAÂ 30309 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) **Ordinary** Â J(1)Â 12/04/2007 \$0 0 D 220,746 D Shares Common Â 12/04/2007 $\mathbf{J}(1)$ 110,373 A \$0 110,373 D Â

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Common Shares 12/04/2007 \hat{A} $J_{\underline{(1)}}$ 8,522 \hat{A} \$ 0 104,745 $\underline{(3)}$ \hat{D} \hat{A}

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.

SEC 2270 (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)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
American Depository Shares	\$ 0	12/04/2007	Â	J <u>(1)</u>	8,522	2 Â (2)	(2)	Ordinary Shares	17,044	

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

STARR LOREN M INVESCO PLC 1360 PEACHTREE STREET ATLANTA. GAÂ 30309

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Senior Managing Director & CFO

Signatures

/s/ Jonathan J. Doyle, as Attorney in Fact 02/14/2008

**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).

On December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement under which all 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 (the "Redomicile"). 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, in Invesco Ltd. All equity awards of the issuer were adjusted for these events, and the holdings described on this Form 5 represent the post-Redomicile holdings of the reporting person.

This Form 5 reports a reclassification of securities in a transaction subject to Rule 16b-7 and a reverse stock split subject to Rule 16a-9.

(2) Not applicable

Reporting Owners 2

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(3) Includes 54523 Common Shares subject to a Restricted Share Award -Time Vesting

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