

Invesco Ltd.  
Form 4  
March 03, 2015

**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 \*

Lo Andrew Tak Shing

(Last) (First) (Middle)  
1555 PEACHTREE STREET, SUITE 1800  
(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Invesco Ltd. [IVZ]

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2015

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	02/28/2015		M		20,702	A	\$ 0
Common Shares	02/28/2015		M		17,002	A	\$ 0
Common Shares	02/28/2015		A		5,258	A	\$ 0
Common Shares	02/28/2015		M		15,554	A	\$ 0
Common Shares	02/28/2015		A		4,899	A	\$ 0
Common Shares	02/28/2015				260,563		
Common Shares	02/28/2015				277,565		
Common Shares	02/28/2015				282,823		
Common Shares	02/28/2015				298,377		
Common Shares	02/28/2015				303,276		

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Common Shares	02/28/2015	M	14,577	A	\$ 0	317,853	D
Common Shares	02/28/2015	A	4,591	A	\$ 0	322,444	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)	Amount or Number of Share		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		M		20,702	<u>(2)</u>	<u>(2)</u>	Common Shares	20,702
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		M		17,002	<u>(2)</u>	<u>(2)</u>	Common Shares	17,002
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		M		15,554	<u>(2)</u>	<u>(2)</u>	Common Shares	15,554
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		M		14,577	<u>(2)</u>	<u>(2)</u>	Common Shares	14,577
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/28/2015		A		41,792	<u>(2)</u>	<u>(2)</u>	Common Shares	41,792

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lo Andrew Tak Shing 1555 PEACHTREE STREET SUITE 1800			Senior Managing Director	

ATLANTA, GA 30309

## Signatures

/s/ Robert H. Rigsby, as Attorney  
in Fact

03/03/2015

\_\_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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of Invesco Ltd.

(2) The Restricted Stock Units vest in four equal annual installments and expire upon the employee's termination of employment.

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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