

Invesco Ltd.
Form 4
March 02, 2017

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)
02/28/2017

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 | 02/28/2017 | | M | | 15,554 | A | \$ 0 |
| Common Shares | 02/28/2017 | | A | | 4,899 | A | \$ 0 |
| Common Shares | 02/28/2017 | | M | | 14,577 | A | \$ 0 |
| Common Shares | 02/28/2017 | | A | | 4,592 | A | \$ 0 |
| Common Shares | 02/28/2017 | | M | | 10,448 | A | \$ 0 |

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| | | | | | | | |
|---------------|------------|---|--------|---|------|---------|---|
| Common Shares | 02/28/2017 | A | 6,829 | A | \$ 0 | 308,502 | D |
| Common Shares | 02/28/2017 | M | 15,525 | A | \$ 0 | 324,027 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2017 | | M | | (2) (2) | Common Shares 15,554 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2017 | | M | | (2) (2) | Common Shares 14,577 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2017 | | M | | (2) (2) | Common Shares 10,448 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2017 | | M | | (2) (2) | Common Shares 15,525 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2017 | | M | 47,591 | (2) (2) | Common Shares 47,591 |

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

03/02/2017

__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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