

Invesco Ltd.
Form 4
November 22, 2013

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 *
CAROME KEVIN M

(Last) (First) (Middle)
1555 PEACHTREE STREET
NE, 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)
11/21/2013

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)
SMD and General Counsel

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 ⁽¹⁾ | 11/21/2013 | | M | | 25,000 | A | <u>(2)</u> |
| Common Shares ⁽¹⁾ | 11/21/2013 | | M | | 48,822 | A | <u>(3)</u> |
| Common Shares | 11/22/2013 | | S | | 15,960 | D | \$ <u>(4)</u> |
| Common Shares | 11/22/2013 | | S | | 29,700 | D | \$ <u>(5)</u> |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Number of Shares |
| Employee Stock Option (right to buy) | (2) | 11/21/2013 | | M | 25,000 | 12/16/2006 12/15/2013 | Common Shares 25,000 |
| Employee Stock Option (right to buy) | (3) | 11/21/2013 | | M | 48,822 | 12/31/2007 12/30/2014 | Common Shares 48,822 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAROME KEVIN M 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309 | | | SMD and General Counsel | |

Signatures

/s/ Robert H. Rigsby, as Attorney in Fact 11/22/2013

**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) Common Shares were acquired by exercise of employee stock options (right to buy).

(2) Pounds Sterling 7.48 per Common Share.

(3) Pounds Sterling 6.39 per Common Share.

Reflects weighted-average sales price. Common shares were sold in multiple same-way open market sale transactions on the same day through a trade order executed by a broker dealer at prices ranging from \$33.55 to \$33.86 to cover the option exercise price and tax

(4) withholding obligations. The reporting person has reported on a single line all such transactions that occurred within a one dollar price range. The reporting person undertakes to provide upon request to the SEC staff, the issuer or its shareowners full information regarding the number of shares sold at each separate price.

Reflects weighted-average sales price. Common shares were sold in multiple same-way open market sale transactions on the same day through a trade order executed by a broker dealer at prices ranging from \$33.55 to \$33.85 to cover the option exercise price and tax

(5) withholding obligations. The reporting person has reported on a single line all such transactions that occurred within a one dollar price range. The reporting person undertakes to provide upon request to the SEC staff, the issuer or its shareowners full information regarding the number of shares sold at each separate price.

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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