

Invesco Ltd.  
Form 5  
February 14, 2008

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
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burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Markwalter John S Jr

(Last) (First) (Middle)

ATLANTIC TRUST PRIVATE  
WEALTH, 1170 PEACHTREE  
STREET, SUITE 2300

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Invesco Ltd. [IVZ]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Managing Director

6. Individual or Joint/Group Reporting

(check applicable line)

\_\_\_\_X\_\_\_\_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Ordinary Shares	12/04/2007	Â	J <sup>(1)</sup>	92,759 D \$ 0 0		D	Â
Common Shares	12/04/2007	Â	J <sup>(1)</sup>	46,379 A \$ 0 54,136 <sup>(2)</sup>		D	Â

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

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SEC 2270  
(9-02)

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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 Underl (Instr.
					(A)	(D)	Date Exercisable	Expiration Date	Title
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	333,334	01/01/2009	Â <sup>(4)</sup>	Ordin Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	166,667 <sup>(1)</sup>	Â	01/01/2009	Â <sup>(4)</sup>	Comm Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	333,333	01/01/2010	Â <sup>(4)</sup>	Ordin Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	166,667 <sup>(1)</sup>	Â	01/01/2010	Â <sup>(4)</sup>	Comm Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	333,333	01/01/2011	Â <sup>(4)</sup>	Ordin Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	166,667 <sup>(1)</sup>	Â	01/01/2011	Â <sup>(4)</sup>	Comm Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	127,916	02/15/2005	02/14/2012	Ordin Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	63,958 <sup>(1)</sup>	Â	02/15/2005	02/14/2012	Comm Share
Options to Purchase -Performance	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	40,000	02/13/2007	12/15/2013	Ordin Share

Vested

Options to

Purchase

-Performance

^

12/04/2007

^

J<sup>(1)</sup>

20,000

<sup>(1)</sup>

^

02/13/2007 12/15/2013

Common  
Shares

Vested

Options to

Purchase

-Performance

^

12/04/2007

^

J<sup>(1)</sup>

^

100,000

02/13/2007 02/14/2012

Ordinary  
Shares

Vested

Options to

Purchase

-Performance

^

12/04/2007

^

J<sup>(1)</sup>

50,000

<sup>(1)</sup>

^

02/13/2007 02/14/2012

Common  
Shares

Vested

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer

Other

Markwalter John S Jr

ATLANTIC TRUST PRIVATE WEALTH

1170 PEACHTREE STREET, SUITE 2300

ATLANTA, GA 30309

^

^

^

Senior Managing Director

^

## 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).

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. 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.

- (1) Includes common shares acquired pursuant to the vesting of deferred share awards, which was previously reported on a Form 4 filed on December 4, 2007.
- (2) Not applicable
- (3) Deferred Share Award expires upon failure to vest
- (4) Exercise Price=8.9700 Pounds Sterling per share
- (5) Exercise Price=17.94 Pounds Sterling per share
- (6) Exercise Price=3.7400 Pounds Sterling per share
- (7) Exercise Price=7.4800 Pounds Sterling per share
- (8)

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(9) Exercise Price=4.0050 Pounds Sterling per share

(10) Exercise Price=8.0100 Pounds Sterling per share

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