

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  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Lo Andrew Tak Shing

(Last) (First) (Middle)

INVESCO, 32/F THREE PACIFIC  
PLACE, 1 QUEENS ROAD EAST

(Street)

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 \_\_\_\_\_ Other (specify  
below) below)  
Senior Managing Director

6. Individual or Joint/Group Reporting

(check applicable line)

HONG KONG, F4 00000

\_\_\_\_X\_\_\_\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	12/04/2007	Â	J <sup>(1)</sup>	1,942.7233 D	\$ 0 0	D	Â
Common Shares	12/04/2007	Â	J <sup>(1)</sup>	971 <sup>(1)</sup> A	\$ 0 176,903 <sup>(2)</sup>	D	Â

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)

Edgar Filing: Invesco Ltd. - Form 5

**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	333,333	12/31/2008	Â <sup>(4)</sup>	Ordin Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	166,666 <sup>(1)</sup>	Â	12/31/2008	Â <sup>(4)</sup>	Comm Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	333,333	12/31/2009	Â <sup>(4)</sup>	Ordin Share
Deferred Share Awards -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	166,666 <sup>(1)</sup>	Â	12/31/2009	Â <sup>(4)</sup>	Comm Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	25,000	10/30/2001	10/29/2008	Ordin Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	12,500 <sup>(1)</sup>	Â	10/30/2001	10/29/2008	Comm Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	25,000	12/09/2002	12/08/2009	Ordin Share
Options to Purchase -Time Vesting	Â	12/04/2007	Â	J <sup>(1)</sup>	12,500 <sup>(1)</sup>	Â	12/09/2002	12/08/2009	Comm Share
Options to Purchase -Time	Â	12/04/2007	Â	J <sup>(1)</sup>	Â	150,000	12/04/2004	12/03/2011	Ordin Share

## Vesting

## Options to

## Purchase

## -Time

## Vesting

Â

12/04/2007

Â

J<sup>(1)</sup>75,000  
(1)

Â

12/04/2004

12/03/2011

Comm  
Share

## Options to

## Purchase

## -Time

## Vesting

Â

12/04/2007

Â

J<sup>(1)</sup>

Â

42,500

12/01/2003

11/30/2010

Ordin  
Share

## Options to

## Purchase

## -Time

## Vesting

Â

12/04/2007

Â

J<sup>(1)</sup>21,250  
(1)

Â

12/01/2003

11/30/2010

Comm  
Share

## Options to

## Purchase

## -Performance

## Vesting

## -Vested

Â

12/04/2007

Â

J<sup>(1)</sup>

Â

50,000

02/13/2007

12/15/2013

Ordin  
Share

## Options to

## Purchase

## -Performance

## Vesting

## -Vested

Â

12/04/2007

Â

J<sup>(1)</sup>25,000  
(1)

Â

02/13/2007

12/15/2013

Comm  
Share

## Reporting Owners

**Reporting Owner Name / Address**
**Relationships**

Director

10% Owner

Officer

Other

Lo Andrew Tak Shing

INVESCO, 32/F THREE PACIFIC PLACE

1 QUEENS ROAD EAST

HONG KONG, Â F4Â 00000

Â

Â

Â

Senior Managing Director

Â

## 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).

- (1) 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

## Edgar Filing: Invesco Ltd. - Form 5

person.

- (2) Includes common shares acquired pursuant to the vesting of deferred share awards, which were previously reported on Form 4s filed on December 4, 2007 and January 3, 2008.
- (3) Not applicable
- (4) Deferred share award expires upon failure to vest
- (5) Exercise Price=4.1600 Pounds Sterling per share
- (6) Exercise Price=8.3200 Pounds Sterling per share
- (7) Exercise Price=6.6000 Pounds Sterling per share
- (8) Exercise Price=13.2000 Pounds Sterling per share
- (9) Exercise Price=9.5000 Pounds Sterling per share
- (10) Exercise Price=19.0000 Pounds Sterling per share
- (11) Exercise Price=11.0000 Pounds Sterling per share
- (12) Exercise Price=22.0000 Pounds Sterling per share
- (13) Exercise Price=3.7400 Pounds Sterling per share
- (14) Exercise Price=7.48 Pounds Sterling per share

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.