

Lo Andrew Tak Shing
 Form 4
 March 02, 2010

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)
 02/26/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares | 02/26/2010 | | M | V 38,384 A | (A) or (D) \$ 19.6 | 426,353 | 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)

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| 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 |
| Deferred Share Award - Time Vesting | \$ 0 | 02/28/2010 | | M | | | 8,638 | <u>(1)</u> | <u>(1)</u> | Common Shares | 8,638 |
| Deferred Share Award | \$ 0 | 02/28/2010 | | M | | | 27,946 | <u>(1)</u> | <u>(1)</u> | Common Shares | 29,746 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 02/26/2010 | | A | | | 96,530 | <u>(3)</u> | <u>(3)</u> | Common Shares | 96,530 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lo Andrew Tak Shing 1555 PEACHTREE STREET SUITE 1800 ATLANTA, GA 30309 | | | Senior Managing Director | |

Signatures

/s/ Jonathan J. Doyle, As Attorney
In Fact 03/02/2010
**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) The Deferred Share Awards vest in three equal annual installments and expire upon the employee's termination of employment.
- (2) Each Restricted Stock Unit represents a contingent right to receive one Common Share of Invesco Ltd.
- (3) The Restricted Stock Units vest in four equal annual installments and expire upon the employee's termination of employment.

Remarks:

This Form 4 reports (i) the grant of Restricted Stock Units under the Global Equity Incentive Plan, and (ii) the vesting of Deferred Share Awards.
 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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