

INVESCO PLC/LONDON/  
Form 3/A  
September 19, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LAWRENCE EDWARD P</p> <p>(Last) (First) (Middle)</p> <p>ROPES &amp; GRAY LLP,Â ONE INTERNATIONAL PLACE</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 02110</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/18/2007</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>INVESCO PLC/LONDON/ [IVZ]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>07/30/2007</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares, par value \$0.10 per share	10,771 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (1) (Instr. 5)
American Depositary Shares	Â (2)	Â (2)	Ordinary Shares, par value \$0.10 per share 5,000 (1) \$ (2)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWRENCE EDWARD P ROPES & GRAY LLP ONE INTERNATIONAL PLACE BOSTON, MA 02110	Â X	Â	Â	Â

## Signatures

/s/ Jonathan J. Doyle, as Attorney  
in Fact 09/19/2007

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Form 3, filed on July 30, 2007, incorrectly reported beneficial ownership of American Depositary Shares ("ADS") as Ordinary Shares, as if such ADSs had been converted to Ordinary Shares at the applicable ratio of two (2) Ordinary Shares per ADS. While the total holding in equity interests of INVESCO PLC was thus correctly reported, this amendment clarifies that Mr. Lawrence held 10,771 Ordinary Shares and 2,500 ADSs (representing the right to receive an aggregate of 5,000 Ordinary Shares) as of the above filing date.
- (2) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space 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.