

Invesco Ltd.
Form 5
February 12, 2016

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
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1. Name and Address of Reporting Person *
FLANAGAN MARTIN L

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

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)
President & CEO

6. Individual or Joint/Group Reporting

(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 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)
Common Shares	08/18/2015	Â	G	806,235 D \$ 0	2,248,041	I	By Trust
Common Shares	08/18/2015	Â	G	806,235 A \$ 0	1,300,887	D	Â
Common Shares	08/20/2015	Â	G	806,235 D \$ 0	494,652	D	Â
Common Shares	08/20/2015	Â	G	806,235 A \$ 0	940,235	I	By GRAT

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Common Shares	12/21/2015	Â	G	9,015	D	\$ 0	931,220	I	By GRAT
Common Shares	12/21/2015	Â	G	9,015	A	\$ 0	503,667	D	Â
Common Shares	12/23/2015	Â	G	9,015	D	\$ 0	494,652	D	Â
Common Shares	12/23/2015	Â	G	9,015	A	\$ 0	2,257,056	I	By Trust

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se Bo O Er Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLANAGAN MARTIN L 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309	Â X	Â	Â President & CEO	Â

Signatures

/s/ Robert H. Rigsby, as Attorney
in Fact

02/12/2016

__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).

Â

Remarks:

ThisÂ FormÂ 5Â reportsÂ (i)Â aÂ bonaÂ fideÂ giftÂ byÂ theÂ reportingÂ personÂ fromÂ a
trustÂ ofÂ whichÂ theÂ reportingÂ personÂ isÂ aÂ trusteeÂ andÂ aÂ beneficiary
intoÂ aÂ newlyÂ establishedÂ GrantorÂ RetainedÂ AnnuityÂ TrustÂ (GRAT)
andÂ (ii)Â anÂ in-kindÂ annuityÂ distributionÂ ofÂ aÂ previouslyÂ established
GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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