Lo Andrew Tak Shing Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Expires:

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Shares

02/27/2009

(Print or Type Responses)

1. Name and A Lo Andrew	ng Person *	2. Issuer Name and Ticker or Trading Symbol Invesco Ltd. [IVZ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	f Earliest Ti	ransaction	(Click	ck an applicable	·)	
PLAC1 QU				(Month/Day/Year) 02/27/2009			e title 10% below) Managing Direct	` •	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
K3			Filed(Mor	nth/Day/Year	c)	Applicable Line) _X_ Form filed by Form filed by Person	1 0		
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea			3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or		

(Instr. 8)

M

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Transaction(s) (Instr. 3 and 4)

Reported

221,302

(A)

Price

Indirect (I)

(Instr. 4)

D

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount (D)

8,638

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Number Shares
Restricted Stock Units (1)	\$ 0	02/27/2009		A	118,984		<u>(2)</u>	(2)	Common Shares	118,98
Deferred Share Awards - Time Vesting (1)	\$ 0	02/27/2009		M		8,638	(3)	<u>(3)</u>	Common Shares	8,638

Reporting Owners

Reporting Owner Name / Address		retuitonism ps					
	Director	10% Owner	Officer	Other			

Lo Andrew Tak Shing INVESCO, 32F THREE PACIFIC PLAC1 QUEEN'S 1 QUEEN'S ROAD EAST K3

Senior Managing Director

Relationshin

Signatures

/s/ Jonathan J. Doyle, as Attorney in Fact 03/03/2009

**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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of Invesco Ltd.
- (2) The Restricted Stock Units vest in four equal annual installments beginning on 2/27/10. Restricted Stock Units expire upon the employee's termination of employment.
- The Deferred Share Awards vest in three equal annual installments beginning on 2/28/09. Deferred Share Awards expire upon the employee's termination of employment.

Remarks:

This Form 4 reports (i) the grant of certain Restricted Stock Units - Time Vesting, under the Global Equity Incentive Plan, and (ii) the vesting of certain Deferred Share Awards - Time Vesting under the Global Stock Plan, all on February 27, 2009.

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.

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