Lo Andrew Tak Shing Form 4 January 05, 2009

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number: Expires: 3235-0287 January 31,

2005

0.5

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Check this box

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

12/31/2008

(Print or Type Responses)

See Instruction

1. Name and A Lo Andrew	Symbol	•		5. Relationship of Reporting Person(s) to Issuer			
	Invesco	Ltd. [IV	ZJ	(Check all applicable)			
(Last)	(First) (N		3. Date of Earliest Transaction				
		(Month/I	Day/Year)		Director		Owner
INVESCO,	CIFIC 12/31/2	2008		_X_ Officer (give title Other (specify			
PLACE, 1	QUEEN'S ROAD	EAST			below) Senior	below) Managing Direc	etor
	4. If Ame	endment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mo	nth/Day/Year	r)	Applicable Line) _X_ Form filed by	1 0	
K3					Person	More than One Re	porting
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		

Code V

 $\mathbf{C}$ 

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 1474

(9-02)

(Instr. 3 and 4)

D

183,568

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

or

(D)

Price

\$0

Amount

166,666

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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)	orDerivative		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 Awards- Time Vesting	\$ 0	12/31/2008		С		166,666	12/31/2008	<u>(1)</u>	Common Shares, par value \$0.20 per share	166,666

### **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

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

Senior Managing Director

## **Signatures**

/s/ Jonathan J. Doyle, as Attorney in Fact 01/05/2009

\*\*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) Deferred Share Award expires upon failure to vest.

#### **Remarks:**

This Form 4 reports the vesting of certain Deferred Share Awards - Time Vesting on December 31, 2008.

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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