

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
SEC Accession No. [0001209191-13-013540](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Taylor Philip

CIK: **1388310**

Type: **4** | Act: **34** | File No.: **001-13908** | Film No.: **13663223**

Mailing Address

120 BLOOR STREET EAST,
SUITE 700
TORONTO A6 M4W 1B7

ISSUER

Invesco Ltd.

CIK: **914208** | IRS No.: **980557567** | State of Incorporation: **DO** | Fiscal Year End: **1231**
SIC: **6282** Investment advice

Mailing Address

1555 PEACHTREE STREET
NE
SUITE 1800
ATLANTA GA 30309

Business Address

1555 PEACHTREE STREET
NE
SUITE 1800
ATLANTA GA 30309
404-892-0896

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Taylor Philip			2. Issuer Name and Ticker or Trading Symbol Invesco Ltd. [IVZ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			Senior Managing Director		
1555 PEACHTREE STREET NE, SUITE 1800			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
ATLANTA, GA 30309								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/28/2013		M		37,910	A	\$ 0	445,145	D	
Common Shares	02/28/2013		F		18,777	D	\$26.79	426,368	D	
Common Shares	02/28/2013		M		31,149	A	\$ 0	457,517	D	
Common Shares	02/28/2013		F		15,428	D	\$26.79	442,089	D	
Common Shares	02/28/2013		M		9,615	A	\$ 0	451,704	D	
Common Shares	02/28/2013		F		4,763	D	\$26.79	446,941	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units (1)	\$ 0	02/28/2013		M		37,910		(2)	(2)	Common Shares	\$ 0	37,910	D	

Restricted Stock Units (1)	\$ 0	02/28/2013		<u>M</u>			31,149	(2)	(2)	Common Shares	31,149	\$ 0	62,300	D
Restricted Stock Units (1)	\$ 0	02/28/2013		<u>M</u>			9,615	(2)	(2)	Common Shares	9,615	\$ 0	19,231	D
Restricted Stock Units (1)	\$ 0	02/28/2013		<u>A</u>			113,941	(2)	(2)	Common Shares	113,941	\$ 0	113,941	D
Restricted Stock Units (1)	\$ 0	02/28/2013		<u>A</u>			37,980	(2)	(2)	Common Shares	37,980	\$ 0	37,980	D

Explanation of Responses:

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 and expire upon the employee's termination of employment.

Remarks:

This Form 4 reports (i) the acquisition of Common Shares as a result of the vesting of certain Restricted Stock Units, (ii) the withholding of Common Shares incident to the vesting to satisfy tax liability, and (iii) the grant of certain Restricted Stock Units - Time Vesting.

Signatures

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

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

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

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 Number.