

Invesco Ltd.
Form 4
March 04, 2014

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Armour Gregory Mark

(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. Date of Earliest Transaction
(Month/Day/Year)

02/28/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

SMD

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares	02/28/2014		M	28,875 A	\$ 0 270,476	D	
Common Shares	02/28/2014		F	8,065 D	\$ 34.3 262,411	D	
Common Shares	02/28/2014		M	22,486 A	\$ 0 284,897	D	
Common Shares	02/28/2014		F	6,281 D	\$ 34.3 278,616	D	
Common Shares	02/28/2014		M	7,061 A	\$ 0 285,677	D	

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Common Shares	02/28/2014	F	1,973	D	\$ 34.3	283,704	D
Common Shares	02/28/2014	F	4,692	D	\$ 34.3	279,012	D
Common Shares	02/28/2014	M	4,899	A	\$ 0	283,911	D
Common Shares	02/28/2014	F	1,369	D	\$ 34.3	282,542	D
Common Shares	02/28/2014	M	68,075	A	\$ 0	350,617	D

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. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	02/28/2014		M		28,875		<u>(2)</u>	<u>(2)</u>	Common Shares	28,875
Restricted Stock Units ⁽¹⁾	\$ 0	02/28/2014		M		22,486		<u>(2)</u>	<u>(2)</u>	Common Shares	22,486

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Armour Gregory Mark 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309	SMD

Signatures

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

03/04/2014

__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 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 w

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

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