

Taylor Philip
Form 4
March 03, 2009

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 *
Taylor Philip

(Last) (First) (Middle)

INVESCO LTD., 11 GREENWAY
PLAZA, SUITE 100

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Invesco Ltd. [IVZ]

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

02/27/2009

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 ____ Other (specify
below) below)

Senior Managing Director

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	02/27/2009		M		17,113	A	\$ 11.43
Common Shares	02/27/2009		F		9,171	D	\$ 11.43

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
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit ⁽¹⁾	\$ 0	02/27/2009		A		111,547		<u>(2)</u>	<u>(2)</u>	Common Shares	111,547
Restricted Stock Unit ⁽¹⁾	\$ 0	02/27/2009		A		37,183		<u>(3)</u>	<u>(3)</u>	Common Shares	37,183
Deferred Share Awards - Time Vesting ⁽⁶⁾	\$ 0	02/27/2009		M		8,475		<u>(4)</u>	<u>(4)</u>	Common Shares	8,475
Deferred Share Awards - Time Vesting ⁽⁶⁾	\$ 0	02/27/2009		M		8,638		<u>(5)</u>	<u>(5)</u>	Common Shares	8,638

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Philip INVESCO LTD. 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046			Senior Managing Director	

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.

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- (2) The Restricted Stock Units vest in three equal installments on 2/27/10, 2/27/11 and 12/15/11. Restricted Stock Units expire upon the employee's termination of employment.
- (3) These Restricted Stock Units are scheduled to vest on 2/27/12. Restricted Stock Units expire upon the employee's termination of employment.
- (4) The Deferred Share Awards vest in three equal installments on 2/27/08, 2/27/09 and 12/15/09. Deferred Share Awards expire upon the employee's termination of employment.
- (5) The Deferred Share Awards vest in three equal installments on 2/27/09, 2/27/10 and 12/15/10. Deferred Share Awards expire upon the employee's termination of employment.
- (6) Each Deferred Share Award represents a contingent right to receive one Common Share of Invesco Ltd.

Remarks:

This Form 4 reports (i) the grant of certain Restricted Stock Units- Time Vesting, under the Global Equity Incentive Plan, (ii) the vesting of certain Deferred Share Awards under the Global Stock Plan, and (iii) the withholding of shares to pay taxes in connection with such vesting, 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.