

FLANAGAN MARTIN L
 Form 5
 February 14, 2013

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 FLANAGAN MARTIN L
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Invesco Ltd. [IVZ]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

1555 PEACHTREE STREET
 NE, SUITE 1800
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

ATLANTA, GA 30309
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (check applicable line)
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	02/06/2009	^	G5	1,202,500 D	\$ 0 1,710,328	D	^
Common Shares	02/06/2009	^	G5	1,202,500 A	\$ 0 1,715,206	I	By trust
Common Shares	09/09/2009	^	G5	312,500 D	\$ 0 1,397,828	D	^
Common Shares	09/09/2009	^	G5	312,500 A	\$ 0 2,027,706	I	By trust

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Common Shares	02/25/2010	Â	G5	86,504	D	\$ 0	1,311,324	D	Â
Common Shares	02/25/2010	Â	G5	86,504	A	\$ 0	2,114,210	I	By trust
Common Shares	02/25/2010	Â	G5	18,511	D	\$ 0	1,292,813	D	Â
Common Shares	02/25/2010	Â	G5	18,511	A	\$ 0	2,132,721	I	By trust
Common Shares	02/26/2011	Â	G5	22,994	D	\$ 0	1,269,819	D	Â
Common Shares	02/26/2011	Â	G5	22,994	A	\$ 0	2,155,715	I	By trust
Common Shares	02/27/2011	Â	G5	86,505	D	\$ 0	1,183,314	D	Â
Common Shares	02/27/2011	Â	G5	86,505	A	\$ 0	2,242,220	I	By trust
Common Shares	02/28/2011	Â	G5	18,511	D	\$ 0	1,164,803	D	Â
Common Shares	02/28/2011	Â	G5	18,511	A	\$ 0	2,260,731	I	By trust
Common Shares	02/28/2011	Â	G5	69,247	D	\$ 0	1,095,556	D	Â
Common Shares	02/28/2011	Â	G5	69,247	A	\$ 0	2,329,978	I	By trust
Common Shares	Â	Â	Â	Â	Â	Â	400	I	By spouse
Commons Shares	Â	Â	Â	Â	Â	Â	8	I	By child

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F I
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLANAGAN MARTIN L 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309	X		President & CEO	

Signatures

/s/ Jonathan J. Doyle, as Attorney in Fact	02/14/2013
**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).

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Remarks:

This Form 5 reports bona fide gifts by the reporting person to a trust of which the reporting person is a beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.