FLANAGAN MARTIN L

Form 5

Shares

Shares

Shares

Common

Common

09/09/2009

09/09/2009

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G5

G5

312,500

312,500

D

\$0

\$0

1,397,828

2,027,706

D

February 14, 2013

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer FLANAGAN MARTIN L Symbol Invesco Ltd. [IVZ] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 12/31/2011 below) below) 1555 PEACHTREE STREET President & CEO NE. SUITE 1800 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ATLANTA, GAÂ 30309 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Common Â Â 02/06/2009 G5 1,202,500 D \$0 1,710,328 D **Shares** Common 02/06/2009 Â G5 By trust 1,202,500 Α \$0 1,715,206 Ι

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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.

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 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Se
	Derivative				Securities	3	(Instr. 3 and 4)		В
	Security				Acquired				O
					(A) or				Eı
					Disposed				Is
					of (D)				Fi
					(Instr. 3,				(I

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4, and 5)

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

Reporting Owners

Reporting Owner Name / Address	Relationships					
Topozona o marcina de la composición del composición de la composi	Director	10% Owner	Officer	Other		
FLANAGAN MARTIN L 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309	ÂX	Â	President & CEO	Â		

Signatures

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

**Signature of Reporting Person

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).

Date

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Remarks:

This Form 5 reports bona fide gifts by the reporting person to a trust of which the reporting personÊ tote: 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.

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