

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

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

(Last) (First) (Middle)

1555 PEACHTREE STREET
NE, SUITE 1800

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

6. Individual or Joint/Group Reporting (check applicable line)

ATLANTA, GA 30309

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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)	Amount (A) or (D)	Price	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	02/24/2012		G		83,017	D \$ 0	902,448	D	
Common Shares	02/24/2012		G		83,017	A \$ 0	2,525,289	I	By trust
Common Shares	02/27/2012		G		86,505	D \$ 0	815,943	D	
Common Shares	02/27/2012		G		86,505	A \$ 0	2,611,794	I	By trust

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Common Shares	02/28/2012	Â	G	77,775	D	\$ 0	738,168	D	Â
Common Shares	02/28/2012	Â	G	77,775	A	\$ 0	2,689,569	I	By trust
Common Shares	12/20/2012	Â	G	134,000	D	\$ 0	2,555,569	I	By trust
Common Shares	12/20/2012	Â	G	134,000	A	\$ 0	134,000	I	By GRAT
Common Shares	Â	Â	Â	Â	Â	Â	400	I	By spouse
Common Shares	Â	Â	Â	Â	Â	Â	1,347,759	D	Â

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, 4, and 5)	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. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

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:

ThisÂ FormÂ 5Â reportsÂ (i)Â bonaÂ fideÂ giftsÂ byÂ theÂ reportingÂ personÂ toÂ aÂ trustÂ ofÂ whichÂ theÂ reporting

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