

Invesco Ltd.
Form 4
November 22, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAROME KEVIN M

(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)

11/21/2013

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 and General Counsel

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)
Common Shares ⁽¹⁾	11/21/2013		M	25,000 A <u>(2)</u>	371,411	D	
Common Shares ⁽¹⁾	11/21/2013		M	48,822 A <u>(3)</u>	420,233	D	
Common Shares	11/22/2013		S	15,960 D <u>(4)</u>	\$ 33.69 404,273	D	
Common Shares	11/22/2013		S	29,700 D <u>(5)</u>	\$ 33.63 374,573	D	

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	(2)	11/21/2013		M		25,000		12/16/2006	12/15/2013	Common Shares	25,000
Employee Stock Option (right to buy)	(3)	11/21/2013		M		48,822		12/31/2007	12/30/2014	Common Shares	48,822

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAROME KEVIN M 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309	SMD and General Counsel

Signatures

/s/ Robert H. Rigsby, as Attorney
in Fact 11/22/2013

__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).

(1) Common Shares were acquired by exercise of employee stock options (right to buy).

(2) Pounds Sterling 7.48 per Common Share.

(3) Pounds Sterling 6.39 per Common Share.

Reflects weighted-average sales price. Common shares were sold in multiple same-way open market sale transactions on the same day through a trade order executed by a broker dealer at prices ranging from \$33.55 to \$33.86 to cover the option exercise price and tax

(4) withholding obligations. The reporting person has reported on a single line all such transactions that occurred within a one dollar price range. The reporting person undertakes to provide upon request to the SEC staff, the issuer or its shareowners full information regarding the number of shares sold at each separate price.

Reflects weighted-average sales price. Common shares were sold in multiple same-way open market sale transactions on the same day through a trade order executed by a broker dealer at prices ranging from \$33.55 to \$33.85 to cover the option exercise price and tax

(5) withholding obligations. The reporting person has reported on a single line all such transactions that occurred within a one dollar price range. The reporting person undertakes to provide upon request to the SEC staff, the issuer or its shareowners full information regarding the number of shares sold at each separate price.

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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