Invesco Ltd. Form 5 February 12, 2016

**OMB APPROVAL** FORM 5

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to Section 16. Form 4 or Form

Expires: 2005 Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per **OWNERSHIP OF SECURITIES** response... 1.0

OMB

Number:

3235-0362

January 31,

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

5 obligations

may continue.

1. Name and Address of Reporting Person * FLANAGAN MARTIN L		S	2. Issuer Name <b>and</b> Ticker or Trading Symbol Invesco Ltd. [IVZ]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Y	(N	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2015			_	(Check all applicable)  _X_ Director 10% Owner _X_ Officer (give title Other (specify				
1555 PEAC NE, SUIT	CHTREE STREET E 1800	Γ					be	low) Pres	below) sident & CEO		
	(Street)			ndment, Date	Original		6.	Individual or Jo	int/Group Repo	orting	
			- 100(o.m. 2 sy, 1 sm.)					(check applicable line)			
ATLANTA	, GA 30309						_	<ul><li>K_ Form Filed by O</li><li>_ Form Filed by N</li><li>rson</li></ul>	1 0		
(City)	(State)	(Zip)	Table	e I - Non-Der	ivative Secu	rities	Acquir	ed, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	3. Transaction Code (Instr. 8)	4. Securitie (A) or Disp (Instr. 3, 4	osed on and 5)	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Amount	(A) or (D)	Price	(Instr. 3 and 4)			
Common Shares	08/18/2015	Â		G	806,235	D	\$0	2,248,041	I	By Trust	
Common Shares	08/18/2015	Â		G	806,235	A	\$0	1,300,887	D	Â	
Common Shares	08/20/2015	Â		G	806,235	D	\$0	494,652	D	Â	
Common Shares	08/20/2015	Â		G	806,235	A	\$0	940,235	I	By GRAT	

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Common Shares	12/21/2015	Â	G	9,015	D	\$0	931,220	I	By GRAT
Common Shares	12/21/2015	Â	G	9,015	A	\$0	503,667	D	Â
Common Shares	12/23/2015	Â	G	9,015	D	\$0	494,652	D	Â
Common Shares	12/23/2015	Â	G	9,015	A	\$ 0	2,257,056	I	By Trust

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)

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exerc Expiration Do (Month/Day/	ate	7. Titl Amou Under Securi	nt of lying	8. Price of Derivative Security (Instr. 5)
(1101110)	Derivative Security			(2.3.1.0)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				3 and 4)	(4.104.10)
					(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	ÂX	Â	President & CEO	Â					
Signatures									

### **Signatures**

/s/ Robert H. Rigsby, as Attorney
in Fact

\*\*Signature of Reporting Person

Date

Reporting Owners 2

### **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 (i) a bona fide gift by the reporting person from a trust of which the reporting person is a trustee and a beneficiary into a newly established Grantor Retained Annuity Trust (GRAT) and (ii) an in-kind annuity distribution of a previously established GRAT.

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.