STARR LOREN M Form 4/A

September 30, 2009

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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**SECURITIES** 

obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * STARR LOREN M	2. Issuer Name <b>and</b> Ticker or Trading Symbol Invesco Ltd. [IVZ]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
INVESCO LTD., 1555 PEACHTREE STREET NE	(Month/Day/Year) 01/30/2009	Director 10% Owner _X_ Officer (give title Other (specif below) below) Senior Managing Director & CFO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year) 02/03/2009	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30309		Form filed by More than One Reporting Person			

(City)	(State) (	Table Table	e I - Non-D	erivative S	Securit	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.	4. Securiti		1	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	` /		` /	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			~		or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Shares	01/30/2009		F	44,953	D	\$ 11.79	217,623	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: STARR LOREN M - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

STARR LOREN M INVESCO LTD. 1555 PEACHTREE STREET NE ATLANTA, GA 30309

Senior Managing Director & CFO

### **Signatures**

/s/ Jonathan J. Doyle, as Attorney 09/30/2009 in Fact

> \*\*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).

#### **Remarks:**

This Form 4 amends the reporting person's Form 4 filed on February 3, 2009 (the "Original Filing"), solely to correct the number of Common Shares withheld to satisfy tax liability and the resulting total holdings information. At the time of the Original Filing, only an estimate of the number of Common Shares to be withheld for tax liability was available.

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