

INVESCO PLC/LONDON/

Form 4

December 04, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARTLEY DAVID

(Last) (First) (Middle)

**INVESCO PLC, 1360 PEACHTREE
STREET**

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INVESCO PLC/LONDON/ [IVZ]

3. Date of Earliest Transaction
(Month/Day/Year)

11/30/2007

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 ____ Other (specify
below) below)

Chief Accounting Officer

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, par value \$0.20 per share ⁽¹⁾	11/30/2007		C	29,167 A \$ 0	96,314	D	
Common Shares, par value \$0.20 per share ⁽¹⁾	11/30/2007		C	6,464 A \$ 0	102,778 ⁽⁴⁾	D	

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**

SEC 1474
(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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Awards - Time Vesting	\$ 0	11/30/2007		C	58,334 (2)	11/30/2007	(3)	Common Shares, par value \$0.20 per share	29,167 (2)
Deferred Share Awards - Time Vesting	\$ 0	11/30/2007		C	12,929 (2)	11/30/2007	(3)	Common Shares, par value \$0.20 per share	6,464 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARTLEY DAVID INVESCO PLC 1360 PEACHTREE STREET ATLANTA, GA 30309	Chief Accounting Officer

Signatures

/s/ Jonathan J. Doyle, as Attorney
in Fact 12/04/2007

__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) On December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement under which shareholders received Common Shares in Invesco Ltd., the new Bermuda parent company, in exchange for their Ordinary Shares, par value \$0.10 per share, in INVESCO PLC. Following the redomicile, Invesco Ltd. effected a one-for-two reverse stock split, such that

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shareholders now hold Common Shares, par value \$0.20 per share.

- Shares acquired pursuant to vesting of two Deferred Share Awards - Time Vesting, with respect to 58334 and 12929 Ordinary Shares in
- (2) INVESCO PLC, respectively. Following the redomicile and reverse stock split described in footnote 1, a total of 29167 and 6464 Common Shares in Invesco Ltd. were acquired, respectively.
 - (3) Deferred Share Award expires upon failure to vest.
 - (4) Includes 5697 Common Shares subject to a Restricted Share Award previously reported on a separate line on Form 3.

Remarks:

This Form 4 reports the vesting of certain Deferred Share Awards - Time Vesting on November 30, 2007. As explained in the hereto, on December 4, 2007, INVESCO PLC effected a redomicile to Bermuda pursuant to a U.K. Scheme of Arrangement and received Common Shares in Invesco Ltd., the new Bermuda parent company, in exchange for their Ordinary Shares, par value per share, in INVESCO PLC. Following the redomicile, Invesco Ltd. effected a one-for-two reverse stock split, such that shareholders now hold Common Shares, par value \$0.20 per share.

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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