

Lo Andrew Tak Shing
Form 4
March 02, 2018

FORM 4 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lo Andrew Tak Shing

2. Issuer Name and Ticker or Trading Symbol
Invesco Ltd. [IVZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1555 PEACHTREE STREET, SUITE 1800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Managing Director

ATLANTA, GA 30309

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Shares | 02/28/2018 | | M | 14,578 A \$ 0 | 338,605 | D | |
| Common Shares | 02/28/2018 | | A | 4,592 A \$ 0 | 343,197 | D | |
| Common Shares | 02/28/2018 | | M | 10,448 A \$ 0 | 353,645 | D | |
| Common Shares | 02/28/2018 | | A | 6,829 A \$ 0 | 360,474 | D | |
| Common Shares | 02/28/2018 | | M | 15,526 A \$ 0 | 376,000 | D | |

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| | | | | | | | |
|---------------|------------|---|--------|---|------|---------|---|
| Common Shares | 02/28/2018 | A | 20,295 | A | \$ 0 | 396,295 | D |
| Common Shares | 02/28/2018 | M | 11,897 | A | \$ 0 | 408,192 | 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 required to respond unless the form displays a currently valid OMB control number. 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 Share |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2018 | | M | | (2) (2) | Common Shares 14,578 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2018 | | M | | (2) (2) | Common Shares 10,448 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2018 | | M | | (2) (2) | Common Shares 15,526 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2018 | | M | | (2) (2) | Common Shares 11,897 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 02/28/2018 | | A | 40,394 | (2) (2) | Common Shares 40,394 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lo Andrew Tak Shing 1555 PEACHTREE STREET SUITE 1800 | | | Senior Managing Director | |

ATLANTA, GA 30309

Signatures

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

03/02/2018

__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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of Invesco Ltd.
 - (2) The Restricted Stock Units vest in four equal annual installments and expire upon the employee's termination of employment.

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.