

INVESCO PLC/LONDON/  
Form 4  
December 04, 2007

**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 \*  
Markwalter John S Jr

(Last) (First) (Middle)

ATLANTIC TRUST PRIVATE WEALTH, 1170 PEACHTREE STREET, SUITE 2300

(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 below) \_\_\_ Other (specify below)  
Senior Managing Director

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Shares, par value \$0.20 per share <sup>(1)</sup>	11/30/2007		C		7,757 <sub>(2)</sub> A \$ 0	54,136 <sup>(4)</sup>	D

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

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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)
Deferred Share Awards - Time Vesting (1)	\$ 0	11/30/2007		C	15,515 (2)	11/30/2007 (3)	Common Shares, par value \$0.20 per share	7,757 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Markwalter John S Jr ATLANTIC TRUST PRIVATE WEALTH 1170 PEACHTREE STREET, SUITE 2300 ATLANTA, GA 30309			Senior Managing Director	

## 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 shareholders now hold Common Shares, par value \$0.20 per share.
- (2) Shares acquired pursuant to vesting of a Deferred Share Award - Time Vesting, with respect to 15515 Ordinary Shares in INVESCO PLC. Following the redomicile and reverse stock split described in footnote 1, a total of 7757 Common Shares in Invesco Ltd. were acquired.
- (3) Deferred Share Award expires upon failure to vest.
- (4) Includes 21189 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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