

Invesco Ltd.
Form 11-K
June 29, 2009

**Securities and Exchange Commission
Washington, D.C. 20549**

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
(No Fee Required)**

For the fiscal year ended December 31, 2008.

Or

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the transition period from to

Commission file number: 1-13908

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Invesco 401(k) Plan
1555 Peachtree Street, N.E.
Atlanta, Georgia 30309

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Invesco Ltd.

1555 Peachtree Street, N.E.

Atlanta, Georgia 30309

**Audited Financial Statements
and Supplemental Schedule
Invesco 401(k) Plan**

As of December 31, 2008 and 2007, and for the Year Ended December 31, 2008

With Report of Independent Registered Public Accounting Firm

Invesco 401(k) Plan

Audited Financial Statements and Supplemental Schedule

As of December 31, 2008 and 2007, and for the

Year Ended December 31, 2008

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Consent of Independent Registered Public Accounting Firm	Exhibit 23.1

Report of Independent Registered Public Accounting Firm

The Invesco Benefit Plans Committee

Invesco 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the Invesco 401(k) Plan as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2008 and 2007, and the changes in its net assets available for benefits for the year ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2008, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Atlanta, GA

June 22, 2009

Invesco 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2008	2007
Investments, at fair value:		
Cash equivalents	\$ 2,795,675	\$ 1,534,747
Invesco Ltd. common shares	2,292,206	5,319,161
Non-employer common stock	46,825	126,503
Mutual funds	106,451,036	182,278,375
Collective trust funds	116,166,658	144,387,901
Participant loans	4,907,491	4,987,096
Total investments	232,659,891	338,633,783
Receivables:		
Employer contributions	1,050,943	838,179
Investment income	144	841
Total receivables	1,051,087	839,020
Total assets	233,710,978	339,472,803
Liabilities:		
Due to brokers for purchases of securities	-	12,385
Total liabilities	-	12,385
Net assets reflecting all investments at fair value	233,710,978	339,460,418
Adjustment from fair value to contract value for		
interest in collective trust relating to fully		
benefit-responsive investment contracts	1,767,155	270,773
Net assets available for benefits	\$ 235,478,133	\$ 339,731,191

See accompanying notes.

Invesco 401(k) Plan**Statement of Changes in Net Assets Available for Benefits****For the Year Ended December 31, 2008****Additions:****Contributions:**

Employers	\$ 11,127,038
Participants	20,674,554
Rollovers from qualified plans	1,110,951
Total contributions	32,912,543
Interest and dividends	5,447,191
Total additions	38,359,734

Deductions:

Net depreciation in fair value of investments	(112,709,345)
Benefits paid to participants	(29,892,531)
Administrative expenses	(10,916)
Total deductions	(142,612,792)
Net decrease	(104,253,058)

Net assets available for benefits:

Beginning of year	339,731,191
End of year	\$ 235,478,133

See accompanying notes.

Invesco 401(k) Plan

Notes to Financial Statements

December 31, 2008

1. Plan Description

The following description of the Invesco 401(k) Plan (the Plan) is provided for general information purposes only. More complete information regarding the Plan's provisions may be found in the Plan document and summary plan description.

General

The Plan, established and effective January 1, 2000, and restated and amended February 1, 2005, is a defined contribution plan for the benefit of qualifying employees of IVZ, Inc. (the Plan Sponsor); Invesco Aim Management Group Inc. (AIM); Invesco Group Services, Inc.; Invesco Institutional (N.A.), Inc.; Atlantic Trust Group, Inc. (Atlantic Trust); PowerShares Capital Management, LLC; and WL Ross & Co., LLC (WL Ross) (collectively, the Employers) and their beneficiaries to provide for retirement, death, and disability benefits. The ultimate parent company of the Employers is Invesco Ltd. (Invesco).

On December 4, 2007, INVESCO PLC (the former parent company) became a wholly-owned subsidiary of Invesco Ltd. and the shareholders of INVESCO PLC received common shares of Invesco Ltd. in exchange for their ordinary shares of INVESCO PLC. A share capital consolidation was immediately implemented (reverse stock split) on a one for two basis. All prior period share amounts have been adjusted to reflect the reverse stock split.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Full-time or part-time salaried or hourly employees of the Employers are generally eligible to participate in the Plan on the first day of their employment, provided they are eligible employees, as defined. Nonresident aliens, collective bargaining unit employees, leased employees, and independent contractors are generally excluded from participating in the Plan.

Invesco 401(k) Plan

Notes to Financial Statements (continued)

1. Plan Description (continued)

Plan Administration

The Invesco Benefit Plans Committee is the named administrator of the Plan (the Plan Administrator). Invesco National Trust Company (INTC) is the Plan's trustee and asset custodian, except for the ordinary shares of Invesco Ltd., individual brokerage accounts, and grandfathered assets held in participant-directed brokerage accounts, which are in the custody of State Street Bank. INTC is a wholly owned subsidiary of Invesco North American Holdings Inc., a holding company whose ultimate parent company is Invesco.

Contributions

The Plan permits participants to make pretax elective deferrals of 1% to 75% of compensation, as defined, subject to certain limitations under the Internal Revenue Code (Code). Participants who attained the age of 50 during the year may make catch-up contributions for prior years in accordance with IRS guidelines. The Employers will not match these catch-up contributions.

The Employers are required to make matching contributions of 100% of the first 3% of compensation contributed by each participant, plus 50% of the next 2% of compensation contributed by each participant. The Employers may also elect to make a discretionary profit-sharing contribution to the Plan. Any discretionary profit-sharing contributions are allocated based on relative compensation to all eligible employees employed on the last day of the Plan year as well as those who separate from service during the Plan year due to death, disability, or retirement upon reaching the age of 59½. No such discretionary contributions were made for the year ended December 31, 2008.

Effective July 1, 2007, new eligible employees were automatically enrolled in the Plan with a deduction of 5% of compensation being contributed to the Participant's account unless the Participant elected otherwise. In addition, a Roth Account option was established in the Plan. Participants are allowed to make Roth contributions which are included in the Participant's taxable income.

The Plan also accepts rollovers of distributions from other tax-qualified plans, including Roth rollover contributions.

Invesco 401(k) Plan

Notes to Financial Statements (continued)

1. Plan Description (continued)

Participant Accounts

The Plan is a defined contribution plan under which separate accounts are maintained for each participant. Each participant's account is credited with his/her elective deferrals, rollover contributions, employer matching contributions, and allocations of employer profit-sharing contributions, investment income and investment gains (losses). Investment gains (losses) are valued and allocated to participants' accounts daily based on their relative account balances in each investment option.

Vesting

Eligible participants are immediately vested in all contributions to the Plan.

Benefits

Benefits may be paid to a participant upon attainment of normal retirement age (59½), death, disability, or termination of employment. The normal form of benefit is a lump-sum distribution. A participant may also elect to receive installment payments. Distributions may be made by payment of a lump sum or may be deferred by the participant if the accrued account balance exceeds \$5,000. Distribution amounts are determined based on the market value of the participant's account as of the date the record-keeper processes the distribution.

Any portion of a participant's account which is held in Invesco Ltd. common shares may be distributed in-kind at the election of the participant, with a minimum of 100 shares required to make this election.

A participant is permitted an in-service withdrawal, on a quarterly basis, from the vested portion of his/her account if he/she has reached age 59½.

Invesco 401(k) Plan

Notes to Financial Statements (continued)

1. Plan Description (continued)

Loans to Participants

The Plan permits loans to participants up to the lesser of 50% of the participant's vested account balance or \$50,000, less certain amounts for loans outstanding during the prior year. For purposes of determining the maximum amount a participant may borrow, the outstanding principal balance of loans under any other plan of the Employers is also considered. A participant may have only one outstanding loan at a time from the Plan or the Invesco Money Purchase Plan. A participant generally has up to five years to repay the principal and interest, unless the loan is for the purchase of a residence, in which case the repayment period is up to ten years. Loans are made for a minimum of \$500, and loan processing fees are charged directly to the participant's account. Interest rates on loans to participants are determined at the time the loan is made based on market rates, as determined by the Plan Administrator. Principal and interest are paid ratably through bimonthly payroll deductions.

2. Summary of Significant Accounting Policies

Basis of Accounting

The Plan's financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to use estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Risks and Uncertainties

The Plan provides for investment in securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of the investment securities will occur in the near term, and such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Invesco 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Income Recognition

Dividend income is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

Net Appreciation (Depreciation) in Fair Value of Investments

Realized gains (losses) from the sales of investments and changes in unrealized appreciation (depreciation) are aggregated and reported in the accompanying statement of changes in net assets available for benefits as net depreciation in fair value of investments.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Employers. No such officer or employee receives compensation from the Plan. A majority of administrative expenses are paid by the Employers. Invesco does not charge investment management fees related to the Plan's trust funds.

Recent Accounting Pronouncements

The 401(k) Plan adopted the provisions of the Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" (SFAS 157), effective January 1, 2008. SFAS 157 establishes a framework for measuring fair value. The adoption of SFAS 157 did not have a material impact on the Plan's financial statements but required enhanced disclosures regarding the determination of fair value of the Plan's assets. See Note 3 for further discussion.

3. Fair Value Measurements

SFAS 157 defines fair value and provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets that the Plan has the ability to access.

Invesco 401(k) Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets in active markets; quoted prices for identical or similar assets in inactive markets; inputs other than quoted prices that are observable for the asset; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement (including the Plan’s own assumptions in determining the fair value of investments where there is little, if any market activity for the investment).

Cash Equivalents:

Cash equivalents include cash investments in money market funds and interest bearing accounts. Cash investments in money market funds are valued under the market approach through the use of quoted market prices in an active market, which is the net asset value of the underlying funds, and are classified within level 1 of the valuation hierarchy. Cash investments in interest bearing accounts are very short-term in nature and are accordingly valued at cost plus accrued interest, which approximates fair value, and are classified within level 2 of the valuation hierarchy.

Common Stocks:

The common stock investments are valued at the closing price reported on the active market on which the individual securities are traded, and are classified within level 1 of the valuation hierarchy.

Mutual Funds:

The mutual fund investments are valued at the net asset value (NAV) of shares held by the Plan at year end, and are classified within level 1 of the valuation hierarchy.

Collective Trust Funds:

The common collective trust fund investments are valued at their net unit value as calculated at year end by the fund’s manager, and are classified within level 2 of the valuation hierarchy.

Participant Loans:

The participant loans are valued at their outstanding balances, which approximates fair value, and are classified within level 3 of the valuation hierarchy.

Invesco 401(k) Plan**Notes to Financial Statements (continued)****3. Fair Value Measurements (continued)**

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

	Fair Value	Quoted Prices in	Other	Significant
	Measurements	Active Markets for	Significant	Unobservable
		Identical Assets	Observable	Inputs
		(Level 1)	Inputs	Inputs
			(Level 2)	(Level 3)
Cash equivalents	\$ 2,795,675		\$	
		\$	2,664,465	131,210 \$
Common stock	2,339,031	2,339,031		
Mutual funds	106,451,036	106,451,036		
Collective trust funds	116,166,658		116,166,658	
Participant loans	4,907,491			4,907,491
Total assets at fair value	\$ 232,659,891	\$ 11,454,532	\$ 116,297,868	\$ 4,907,491

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets, comprised solely of participant loans, for the year ended December 31, 2008:

	Year
	Ended
	December
	31,
	2008
Beginning balance	\$ 4,987,096
Realized gains/(losses)	-
Unrealized gains/(losses) relating to	-

instruments still held at the reporting date

Issuances and settlements, net (79,605)

Ending balance \$

4,907,491

Invesco 401(k) Plan**Notes to Financial Statements (continued)****4. Investment Options**

The Plan offers investment options that include mutual funds and collective trusts managed by Invesco, AIM, and Atlantic Trust. Participants can also elect model portfolios that provide a broader, balanced option approach. A participant can choose from five portfolios made up of Plan fund offerings based on various risk tolerance levels.

The Mutual Fund Window (MFW) permits participants to establish an individual brokerage account through State Street Brokerage, which allows participants to invest 100% of their total account in various mutual funds.

The Plan does not allow new contributions into the Invesco Stock Fund. The separate investment options made available under the Plan may be changed, eliminated, or modified from time to time by the Plan Administrator. Participants make their investment elections in 1% increments with changes and transfers allowed on a daily basis.

5. Investments

The fair values of individual assets that represent 5% or more of the Plan's net assets as of December 31, are as follows:

2008

Invesco Stable Value Trust Fund	\$ 36,845,496
AIM International Growth Fund – Institutional Share Class	20,560,983
Invesco 500 Index Trust Fund	19,723,135
AIM Small Cap Growth Fund - Institutional Share Class	15,396,074
AIM Large Cap Growth Fund - Institutional Share Class	12,366,475
AIM Diversified Dividend Fund - Institutional Share Class	11,815,756

2007

Invesco Stable Value Trust Fund	\$ 38,578,141
AIM International Growth Fund – Institutional Share Class	35,597,011
Invesco 500 Index Trust Fund	30,345,922
AIM Small Cap Growth Fund - Institutional Share Class	26,791,526
AIM Dynamics Fund, Class A	22,295,607
AIM Basic Value Fund - Institutional Share Class	22,104,508
AIM Large Cap Growth Fund - Institutional Share Class	20,402,765

Invesco 401(k) Plan**Notes to Financial Statements (continued)****5. Investments (continued)**

Net depreciation in the fair value of investments (including investments purchased and sold, as well as held during the year) for the year ended December 31, 2008, is as follows for each investment type:

Quoted market prices:

Invesco Ltd. common shares	\$ (2,654,424)
Non-employer common stock and preferred stock	(86,698)
Mutual funds	(76,259,429)
Net unit values determined by fund manager:	
Collective trust funds	(33,708,793)
Net depreciation in fair value of investments	\$ (112,709,345)

6. Fully Benefit-Responsive Contracts Held in Common Collective Trust Fund

The Plan invests in the Invesco Stable Value Trust (the Trust), which is the Plan's only common collective trust fund investment that holds fully benefit-responsive investment contracts. The fair value of the Plan's investment contracts held through the Trust at December 31, 2008 and 2007, is \$36,845,496 and \$38,578,141, respectively, and is included in the investments, at fair value on the statements of net assets available for benefits. Also, presented on the Plan's statement are the 2008 and 2007 year-end adjustments from fair value to contract value for the fully benefit-responsive investment contracts of \$1,767,155 and \$270,773, respectively.

The adjustments from fair value to contract value represent the Plan's proportionate share of the Trust's total adjustments, as reported in the December 31, 2008 audited financial statements of the Trust. Also, December 31, 2008 Trust information on the market yields and crediting interest rates for the Trust's fully benefit-responsive investment contracts are reported in the notes to financial statements of the Trust.

7. Related-Party Transactions

A significant portion of the Plan's assets are invested in mutual and collective trust funds managed by the Employers and their affiliates, Invesco, AIM, and Atlantic Trust. Such funds are charged management fees by the Employers and their affiliates. As discussed in Note 2, Invesco does not charge investment management fees related to the Plan's trust funds.

Invesco 401(k) Plan

Notes to Financial Statements (continued)

7. Related-Party Transactions (continued)

At December 31, 2008 and 2007, the Plan held 162,926 and 182,721 common shares of Invesco Ltd., respectively, which represents an ownership interest in Invesco Ltd. of less than 1%.

8. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated January 9, 2003, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination letter by the Internal Revenue Service, the Plan was restated and amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as restated and amended, is qualified and the related trust is tax exempt.

9. Plan Termination

The Plan Administrator intends to continue the Plan. However, the Plan Administrator, through its board of directors or the board's designee, reserves the right to amend, modify, or terminate the Plan at any time subject to the provisions of ERISA. If the Plan is amended, participants will remain 100% vested and the benefits already credited to participants under the Plan will not be reduced unless required by the Internal Revenue Service. Because the Plan is not a defined benefit pension plan under ERISA, the Plan's benefits are not insured by the Pension Benefit Guaranty Corporation.

Invesco 401(k) Plan**Notes to Financial Statements (continued)****10. Differences Between Financial Statements and Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2008	2007
Net assets available for benefits per the financial statements		
	\$ 235,478,133	\$ 339,731,191
Adjustment from contract value to fair value for fully benefit-responsive investment contracts held by the Trust	(1,767,155)	(270,773)
Net assets available for benefits per the Form 5500	\$ 233,710,978	\$ 339,460,418

The following is a reconciliation of the decrease in net assets available for benefits from the financial statements to the Form 5500:

	Year Ended
	December 31,
	2008
Net decrease in net assets available for benefits per the financial statements	\$(104,253,058)
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts held by the Trust	(1,496,382)
Net decrease in net assets available for benefits per the Form 5500	\$(105,749,440)

The accompanying financial statements present fully benefit responsive contracts held by the Trust at contract value. The Form 5500 requires such investments to be reported at fair value. Therefore, the adjustment from contract value to fair value for fully benefit responsive investment contracts held by the Trust represents a reconciling item.

Supplemental Schedule

EIN #58-2287224 Plan Number #010

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(e) Current Value
	State Street Bank	Interest bearing account	\$ 131,210
	SSgA	Money Market Fund	2,664,465
*	Invesco Ltd.	Common shares	2,292,206
*	Invesco Institutional Retirement Trust	Stable Value Trust Fund	36,845,496
*	Invesco Institutional Retirement Trust	International Equity Trust Fund	5,137,355
*	Invesco Institutional Retirement Trust	Equity Real Estate Securities Trust Fund	5,173,716
*	Invesco Institutional Retirement Trust	500 Index Trust Fund	19,723,135
*	Invesco Institutional Retirement Trust	Structured Small Cap Value Equity Trust Fund	3,679,628
*	Invesco Institutional Retirement Trust	Core Fixed Income Trust Fund	10,468,887
*	Invesco Aim Advisors, Inc..	Large Cap Growth Fund - Institutional Share Class	12,366,475
*	Invesco Aim Advisors, Inc..	Basic Value Fund - Institutional Share Class	9,887,853
*	Invesco Aim Advisors, Inc..	Dynamics Fund, Class A	10,588,312
*	Invesco Aim Advisors, Inc.	Small Cap Growth Fund - Institutional Share Class	15,396,074
*	Invesco Aim Advisors, Inc.	International Growth Fund - Institutional Share Class	20,560,983
*	Invesco Aim Advisors, Inc.	Diversified Dividend Fund - Institutional Class	11,815,756
*	Invesco Aim Advisors, Inc.	Charter Fund, Class A	19,292
*	Invesco Aim Advisors, Inc.	Constellation Fund, Class A	102,456
*	Invesco Aim Advisors, Inc.	Summit Fund, Class A	26,747
*	Invesco Aim Advisors, Inc.	Mid Cap Basic Value Fund, Class R	44,856
*	Invesco Aim Advisors, Inc.	Mid Cap Core Equity Fund, Class A	9,696
*	Invesco Aim Advisors, Inc.	China Fund, Class A	7,699
*	Invesco Aim Advisors, Inc.	Developing Markets Fund, Class A	9,287
*	Invesco Aim Advisors, Inc.	Global Real Estate Fund	6,925
*	Invesco Aim Advisors, Inc.	Real Estate, Class C	7,774
*	Invesco Aim Advisors, Inc.	Real Estate - Investor Class	332
*	Invesco Aim Advisors, Inc.	High Yield - Investor Class	87,660
*	Invesco Aim Advisors, Inc.	High Yield, Class A	24,372

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EIN #58-2287224 Plan Number #010

Schedule H, Line 4i – Schedule of Assets (continued)
(Held at End of Year)

December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(e) Current Value
*	Invesco Aim Advisors, Inc.	Leisure Fund - Investor Class	\$ 2,965
*	Invesco Aim Advisors, Inc.	Mid Cap Basic Value Fund, Class A	170,496
*	Invesco Aim Advisors, Inc.	Small Cap Equity Fund, Class A	60,316
*	Invesco Aim Advisors, Inc.	European Small Company Fund, Class A	2,561
*	Invesco Aim Advisors, Inc.	Asia Pacific Growth Fund, Class A	6,326
*	Atlantic Whitehall Funds	Mid Cap Growth Fund - Institutional Share Class	7,626,745
	SSgA	S&P Mid Cap Index SL Fund	6,051,411
	SSgA	Russell 1000 Value Index SL Fund	4,228,168
	SSgA	Russell 1000 Growth Index SL Fund	10,354,657
	SSgA	Passive Bond Market Index SL Fund	3,310,407
	SSgA	Treasury Inflation Protected Fund	3,781,345
	SSgA	Russell Daily EAFE Fund	1,368,702
	SSgA	Russell REIT Index	2,079,630
	PIMCO	Real Return Fund - Institutional Share Class	3,868,097
	Artisan	Mid Cap Value Fund - Investor Class	4,971,734
	AllianceBernstein	International Value Fund - Advisor Class	5,936,071
	Lasso	Long & Short Strategic Opportunities Fund	3,964,120
	Various non-Employer Stock and Mutual Funds	Various publicly traded self-directed investments	2,890,002
*	Participant loans	Promissory notes, with interest ranging from 5.0% to 10.5% and varying maturities	4,907,491
			\$232,659,891

*Party
in
Interest

Note: Column (d) cost information is not applicable.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Invesco 401(k) Plan

By: Invesco Benefits Plan Committee Plan Administrator

By: /s/ David Hartley

Name: David Hartley