

Invesco Mortgage Capital Inc.
Form 3
July 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Invesco Ltd.

(Last)

(First)

(Middle)

1555 PEACHTREE STREET
NE,Â SUITE 1800

(Street)

ATLANTA,Â GAÂ 30309

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/01/2009

3. Issuer Name **and** Ticker or Trading Symbol
Invesco Mortgage Capital Inc. [IVR]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

75,100

I

Through subsidiary (1)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Units of Limited Partnership Interest ⁽²⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,425,000 \$ 0	I By subsidiary ⁽²⁾ ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Invesco Ltd. 1555 PEACHTREE STREET NE SUITE 1800 ATLANTA, GA 30309	Â	Â X	Â	Â
Invesco Investments (Bermuda) Ltd. CANON'S COURT 22 VICTORIA STREET HAMILTON, D0 HM 12	Â	Â X	Â	Â

Signatures

By: /s/ Robert H.
Rigsby

07/06/2009

Signature of Reporting
Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Invesco Ltd. beneficially owns common stock in the issuer through its indirect, wholly-owned subsidiary Invesco Institutional (N.A.), Inc.
- (2) Units of Limited Partnership Interest ("OP units") are issued by IAS Operating Partnership LP, a limited partnership. OP units are exchangeable, on a one-for-one basis, by Invesco Investments (Bermuda) Ltd. for either, at the issuer's option: (i) cash equal to the market value of an equivalent number of shares of the issuer's common stock, or (ii) shares of the issuer's common stock.
- (3) OP units are exchangeable for common stock of the issuer commencing upon their issuance and for so long as they are outstanding.

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Remarks:

This Form 3 is filed jointly by Invesco Ltd. and its wholly owned subsidiary Invesco Investments

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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