

Invesco Van Kampen Trust for Investment Grade New York Municipals
Form SC 13D
May 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

**Invesco Van Kampen Trust for Investment Grade New York
Municipals**
(Name of Issuer)

Variable Rate Muni Term Preferred Shares
(Title of Class of Securities)

46131T507
(CUSIP Number)

RBC Municipal Products, Inc.
c/o John Penn, Esq.

3 World Financial Center 200 Vesey Street

New York, New York 10281

(212) 858-7116

May 15, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

CUSIP No. 46131T507

1. Names of Reporting Persons.

Royal Bank of Canada

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization

Canada

7. Sole Voting Power
Number of

Shares 8. Shared Voting Power

Beneficially

Owned by 768

Each 9. Sole Dispositive Power

Reporting 10. Shared Dispositive Power

Person

With 768

11. Aggregate Amount Beneficially Owned by Each Reporting Person

768

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13. Percent of Class Represented by Amount in Row (11)

100%

14. Type of Reporting Person (See Instructions)

BK

CUSIP No. 46131T507

1. Names of Reporting Persons.

RBC Municipal Products, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power
Number of

Shares 8. Shared Voting Power

Beneficially

Owned by 768

Each 9. Sole Dispositive Power

Reporting

Person 768

10. Shared Dispositive Power

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

768

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13. Percent of Class Represented by Amount in Row (11)

100%

14. Type of Reporting Person (See Instructions)

CO

Item 1. Security and Issuer

This statement on Schedule 13D (this **Statement**) relates to the variable rate muni term preferred shares (**VMTP**) of Invesco Van Kampen Trust for Investment Grade New York Municipals (the **Issuer**). The principal executive office of the Issuer is located at 1555 Peachtree Street, N.E., Atlanta, Georgia 30309.

Item 2. Identity and Background

This Statement is being filed on behalf of each of the following persons (collectively, the **Reporting Persons**):

- i. Royal Bank of Canada (**RBC**)
- ii. RBC Municipal Products, Inc. (**MPI**), which is an indirectly wholly owned subsidiary of RBC.

This Statement relates to the VMTP held for the account of MPI.

RBC has its principal places of business and principal offices at One Place Ville Marie, Montreal, Quebec, Canada HC3 3A9 and 200 Bay Street, Toronto, Ontario, Canada M5J 2J5.

The address of the principal business office of MPI is 3 World Financial Center, 200 Vesey Street, New York, New York 10281.

RBC and its subsidiaries, including MPI, provide diversified global financial services and products, including personal and commercial banking, wealth management services, corporate and investment banking, property, casualty and life insurance, and transaction processing services to clients worldwide. The principal business of MPI is the provision of financial administrative services, including the administration of tender option bond programs.

Information concerning each executive officer, director and controlling person (the **Listed Persons**) of the Reporting Persons is listed on Schedule I attached hereto, and is incorporated by reference herein.

During the last five years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the Listed Persons, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The aggregate amount of funds used by the Reporting Persons to purchase the securities reported herein was approximately \$76,800,000. The source of funds was the working capital of the Reporting Persons. The entire purchase was sold on May 15, 2012 into a tender option bond financing trust (a TOB) named RBC Municipal Products, Inc. Trust, Series E-33 relating to \$76,800,000 Invesco Van Kampen Trust for Investment Grade New York Municipals, Series 2015/6-VTN. The TOB has title to 100% of the VMTP but does not have the power to dispose or direct the disposition of the VMTP, which power is retained by MPI. No voting rights on the VMTP have been transferred to the TOB and voting rights on the VMTP are retained by MPI and the Voting Trust as described in Item 6.

The Reporting Persons declare that neither the filing of this Statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the Exchange Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding or disposing of securities of the Company or otherwise with respect to the Company or any securities of the Company or (ii) a member of any group with respect to the Company or any securities of the Company.

Item 4. Purpose of Transaction

MPI has purchased the VMTP for investment purposes. The VMTP were acquired by MPI from RBC Capital Markets, LLC, a registered broker dealer and affiliate of MPI (RBCCM). RBCCM acquired the VMTP directly from the Issuer pursuant to a Purchase Agreement, dated May 10, 2012, between the Issuer and RBCCM (the Purchase Agreement) on their initial issuance for a purchase price of \$76,800,000 and distributed them to MPI on May 15, 2012 for a purchase price of \$76,800,000.

The Reporting Persons have not acquired the subject securities with any purpose, or with the effect of, changing or influencing control of the issuer, or in connection with or as a participant in any transaction having that purpose or effect.

Item 5. Interest in Securities of the Issuer

(a) (b) The responses of the Reporting Persons to Rows (7) through (11) of the cover pages of this Statement are incorporated herein by reference.

(c) The responses of the Reporting Persons in Item 3 and Item 4 are incorporated herein by reference.

(d) The TOB has the right to receive dividends from, or the proceeds from the sale of, the VMTP. MPI retains the power to dispose of or direct the disposition of the VMTP while in the TOB.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The responses of the Reporting Persons to Item 3 and Item 4 are incorporated herein by reference. With respect to the VMTP owned by MPI, on May 10, 2012 RBCCM assigned certain preferred class voting rights on the VMTP to a voting trust (the Voting Trust) created pursuant to the Voting Trust Agreement, dated May 10, 2012 among RBCCM, Lord Securities Corporation, as voting trustee (the Voting Trustee) and Institutional Shareholder Services Inc. (the Voting Consultant). Voting and consent rights on the VMTP not assigned to the Voting Trust have been retained by MPI. The Voting Trust provides that with respect to voting or consent matters relating to the voting rights assigned to the Voting Trust, the Voting Consultant analyzes such voting or consent matters and makes a recommendation to the Voting Trustee on

voting or consenting. The Voting Trustee is obligated to follow any such recommendations of the Voting Consultant when providing a vote or consent. RBCCM has the right to cause the Issuer to register the VMTP pursuant to a Registration Rights Agreement, dated May 10, 2012, between the Issuer and RBCCM.

Item 7. Material to be Filed as Exhibits

Exhibit	Description of Exhibit
99.1	Joint Filing Agreement
99.2	Voting Trust Agreement
99.3	Registration Rights Agreement
99.4	Purchase Agreement
99.5	Series Trust Agreement
99.6	Master Terms of Trust Agreement

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 24, 2012

By: ROYAL BANK OF CANADA

By: /s/ Thomas Smee

Name: Thomas Smee

Title: Senior Vice President

By: /s/ Peggy Dowdall-Logie

Name: Peggy Dowdall-Logie

Title: Senior Vice President

By: RBC MUNICIPAL PRODUCTS, INC.

By: /s/ Andrew B. Sanford

Name: Andrew B. Sanford

Title: President

SCHEDULE I**EXECUTIVE OFFICERS AND DIRECTORS OF****REPORTING PERSONS**

The following sets forth the name, Citizenship and present principal occupation of each executive officer and director of Royal Bank of Canada. Unless otherwise indicated, the business address of each such person is c/o Royal Bank at 200 Bay Street, Toronto, Ontario, Canada M5J 2J5.

Royal Bank of Canada

Executive Officers

Name	Address	Principal Occupation	Citizenship
	Royal Bank of Canada		
Friis, Morten Nicolai	200 Bay Street, South Tower Toronto, Ontario M5J 2J5 Royal Bank of Canada	Chief Risk Officer	Norwegian
Fukakusa, Janice Rose	200 Bay Street, South Tower Toronto, Ontario M5J 2J5 Royal Bank of Canada	Chief Administrative Officer and Chief Financial Officer	Canadian
Hirji, Zabeen	200 Bay Street, South Tower Toronto, Ontario M5J 2J5 Royal Bank of Canada	Chief Human Resources Officer	Canadian
Lewis, Melville George	200 Bay Street, South Tower Toronto, Ontario M5J 2J5 Royal Bank of Canada	Group Head, Wealth Management	Canadian
McGregor, Alex Douglas	200 Bay Street, South Tower Toronto, Ontario M5J 2J5 Royal Bank of Canada	Chairman, Co-Chief Executive Officer and Co-Group Head, Capital Markets	Canadian
McKay, David Ian	200 Bay Street, South Tower Toronto, Ontario M5J 2J5 Royal Bank of Canada	Group Head, Canadian Banking	Canadian
Nixon, C.M., O.Ont., Gordon Melbourne	200 Bay Street, South Tower Toronto, Ontario M5J 2J5	President and Chief Executive Officer	Canadian
Standish, Mark Allan	RBC Capital Markets	President, Co-Chief Executive Officer	American

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	3 World Financial Center	and Co-Group Head, Capital Markets	
	200 Vesey Street		
	New York, New York 10281-8098		
	Royal Bank of Canada	Group Head, International Banking	
Westlake, William James	200 Bay Street, South Tower	and Insurance	Canadian
	Toronto, Ontario M5J 2J5		
	Royal Bank of Canada		
	Directors		

Name	Address	Principal Occupation	Citizenship
	The Woodbridge Company Limited	President and Chief Executive Officer	
	65 Queen Street West, Suite 2400	The Woodbridge Company Limited	
William Geoffrey Beattie	Toronto, Ontario M5H 2M8	Deputy Chairman	Canadian
	Canada	Thomson Reuters Corporation	

	Stein Monast L.L.P.		
The Hon. Paule Gauthier, P.C., O.C., O.Q., Q.C.	70 Dalhousie Street, Suite 300 Québec, Québec G1K 4B2 Canada Suncor Energy Inc.	Senior Partner Stein Monast L.L.P.	Canadian
Richard Lee George, O.C.	150 6 Avenue S.W. Calgary, Alberta T2P 3E3 Canada Hearn & Associates	Corporate Director	Canadian and American
Timothy James Hearn	#3840 Bankers Hall East 855 2 Street S.W. Calgary, Alberta T2P 4J8 Canada Royal Bank of Canada	Chairman Hearn & Associates	Canadian
Alice Delores Laberge	200 Bay Street, South Tower Toronto, Ontario M5J 2J5 Canada Heenan Blaikie LLP	Corporate Director	Canadian
Jacques Lamarre, O.C.	1250 René-Lévesque Boulevard West Suite 2500 Montréal, Québec H3B 4Y1 Canada	Strategic Advisor Heenan Blaikie LLP	Canadian
Brandt Channing Louie, O.B.C., F.C.A.	H.Y. Louie Co. Limited 2821 Production Way Burnaby, British Columbia V5A 3G7 Canada	President, Chairman and Chief Executive Officer H.Y. Louie Co. Limited	Canadian
Michael Harrison McCain	Maple Leaf Foods Inc.	Chairman London Drugs Limited President and Chief Executive Officer	Canadian

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	30 St. Clair Avenue West, 15 th Floor	Maple Leaf Foods Inc.	
	Toronto, Ontario M4V 3A2		
	Canada		
	McGill University		
Heather Anne Munroe-Blum,	James Administration Building,	Principal, Vice-Chancellor and Professor of Medicine	
O.C., O.Q., Ph.D., FRSC	Room 506 845 Sherbrooke Street West Montréal, Québec H3A 2T5	McGill University	Canadian
	Canada		
	Royal Bank of Canada		
Gordon Melbourne Nixon,	200 Bay Street, South Tower	President and Chief Executive Officer	
C.M., O.Ont.	Toronto, Ontario M5J 2J5	Royal Bank of Canada	Canadian
	Canada		
	Royal Bank of Canada	Chairman	
	200 Bay Street, South Tower	Royal Bank of Canada	
David Peter O'Brien, O.C.	Toronto, Ontario M5J 2J5		Canadian
	Canada	Chairman	
		EnCana Corporation	
	Reinhard & Associates		
Joao Pedro Reinhard	801 Brickell Avenue, Suite 900	President	
	Miami, Florida, 33131	Reinhard & Associates	Brazilian
	U.S.A.		
	RioCan Real Estate Investment Trust		
Edward Sonshine, O.Ont.,	RioCan Yonge Eglinton Centre	Chief Executive Officer	
Q.C.	2300 Yonge Street, Suite 500	RioCan Real Estate Investment Trust	Canadian
	Toronto, Ontario M4P 1E4		
	Canada		
	Four Seasons Hotels and Resorts		
	1165 Leslie Street	President and Chief Executive Officer	
Kathleen Patricia Taylor	Toronto, Ontario M3C 2K8	Four Seasons Hotels and Resorts	Canadian
	Canada		

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	IBM Corporation	Senior Vice-President	
	11 Madison Avenue		
Bridget Anne van Kralingen	New York, New York 10010	IBM Global Business Services	American and British
	U.S.A.	IBM Corporation	

	Royal Bank of Canada		
Victor Leyland Young, O.C.	200 Bay Street, South Tower	Corporate Director	Canadian
	Toronto, Ontario M5J 2J5		
	Canada		

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The following sets forth the name and present principal occupation of each executive officer and director of RBC Municipal Products, Inc. Unless otherwise indicated, the business address of each such person is c/o RBC Municipal Products, Inc., 3 World Financial Center, 200 Vesey Street, New York, New York 10281, and each such person is a citizen of the United States.

RBC Municipal Products, Inc.

Executive Officers

Name	Address	Principal Occupation	Citizenship
Decicco, Steven, MPI	3 World Financial Center	Chief Financial Officer	American
Treasurer	200 Vesey Street	RBC Capital Markets, LLC	
	New York, New York 10281		
McCandless, Jennifer, MPI	3 World Financial Center	Vice President,	American
Chief Operating Officer	200 Vesey Street	Manager for Trade Support of Municipal Products	
	New York, New York 10281	RBC Capital Markets, LLC	
Sanford, Andrew, MPI	3 World Financial Center	Managing Director, Tender Option Bond Portfolio Manager	American
President	200 Vesey Street	RBC Capital Markets, LLC	
	New York, New York 10281		
	RBC Municipal Products, Inc.		

Directors

Name	Address	Principal Occupation	Citizenship
Hamel, Chris	3 World Financial Center	Managing Director, Head of Municipal Finance	American
	200 Vesey Street	RBC Capital Markets, LLC	
	New York, New York 10281		
Maroney, Mark	3 World Financial Center	Managing Director, Head of US Rates, Mortgages & Municipals	American
	200 Vesey Street	RBC Capital Markets, LLC	
	New York, New York 10281		
Degagne, Renee	3 World Financial Center	Managing Director	Canadian
	200 Vesey Street	Global Trading Client Manager	
	New York, New York 10281		
LePage, Dan	3 World Financial Center	Royal Bank of Canada Managing Director, Head of U.S. Real Estate Corporate Banking	American
	200 Vesey Street	RBC Capital Markets, LLC	

New York, New York 10281