

Invesco Municipal Income Opportunities Trust  
Form N-CSR  
May 09, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-05597

**Invesco Municipal Income Opportunities Trust**

(Exact name of registrant as specified in charter)

1555 Peachtree Street, N.E., Atlanta, Georgia 30309

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(Address of principal executive offices) (Zip code)

**Philip A. Taylor 1555 Peachtree Street, N.E., Atlanta, Georgia 30309**

(Name and address of agent for service)

**Registrant's telephone number, including area code: (713) 626-1919**

**Date of fiscal year end: 2/28**

**Date of reporting period: 2/28/13**

Item 1. Report to Stockholders.



## Letters to Shareholders

Dear Shareholders:

Phillip Taylor

This annual report contains information about your Trust and the factors that affected its performance during the reporting period. Inside, you'll find a discussion from your portfolio managers about how they managed your Trust, performance data for your Trust, a complete list of your Trust's investments as of the close of the reporting period and other important information. I hope you find this report of interest.

The reporting period covered by this report was challenging. As it began, investors cheered generally positive economic indicators, and markets generally rose. Soon, however, US economic data turned mixed and investors' attention shifted to the efforts of eurozone governments to implement new policies intended to reduce debt levels, strengthen the banking system and stimulate economic growth. Later in the year, in the US, mixed economic data and

competing proposals on how to reduce the federal budget deficit increased investor uncertainty and hindered market performance. Throughout the reporting period, your Trust's portfolio managers adhered to their long-term investment strategies, and later in this report they explain why your Trust performed as it did during the reporting period.

Adhering to your long-term investment plan can be difficult, particularly during periods of market volatility and economic uncertainty. That's one reason Invesco suggests investors work with a skilled and trusted financial adviser who is familiar with their financial situation, investment goals and risk tolerance. A good financial adviser can provide insight and perspective when markets are volatile; encouragement and reassurance when times are uncertain; and advice and guidance when your financial situation or investment goals change.

Timely insight and information from many of Invesco's investment professionals is available at our website, [invesco.com/us](http://invesco.com/us). We offer in-depth articles, video clips and audio commentaries from many of our portfolio managers and other investment professionals on a wide range of topics of interest to investors. At [invesco.com/us](http://invesco.com/us), you also can access information about your Invesco account at any time.

### What we mean by Intentional Investing

At Invesco, all of our people and all of our resources are dedicated to helping investors achieve their financial objectives. It's a philosophy we call Intentional Investing®, and it guides the way we:

- n **Manage investments** Our dedicated investment professionals search for the best opportunities, and each investment team follows a clear, disciplined process to build portfolios and mitigate risk.
- n **Provide choices** We offer a range of strategies so you and your financial adviser can build an investment portfolio designed for your individual needs and goals.
- n **Connect with you** We're committed to giving you the expert insights you need to make informed investing decisions, and we are well-equipped to provide high-quality support for investors and advisers.

Invesco believes in putting investors first, and that's why investment management is all we do. Our sole focus on managing your money allows your financial adviser to build a portfolio that is appropriate for your investment needs and goals now and when your circumstances change.

### Have a question?

If you have a question about your account, please contact an Invesco client services representative at 800 341 2929. If you have an Invesco-related question or comment, feel free to email me directly at [phil@invesco.com](mailto:phil@invesco.com).

All of us at Invesco look forward to serving your investment management needs for many years to come. Thank you for investing with us.

Sincerely,

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Philip Taylor

Senior Managing Director, Invesco Ltd.

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Bruce Crockett

Dear Fellow Shareholders:

While short-term challenges for the financial markets regularly come and go, it's clear that significant and longer term economic obstacles remain both here at home and abroad. There appear to be no easy solutions to many of these issues. As a result, the financial markets have had little conviction to respond to what has been slow, yet noticeable improvement in some economic benchmarks in recent months.

No one likes uncertainty, especially financial markets. But even in these uncertain times, it appears that investors are still approaching the market with cautious optimism, with some taking on more risk in order to refocus on their long-term savings goals.

Maybe this describes you, or perhaps you have been sitting on the sidelines thinking about getting back into the market, but are still a bit hesitant to act because of market uncertainty.

Clearly, risk remains a primary focus for investors of all types. As Trustees of the Invesco Funds, one of our primary responsibilities is to ensure your Trust's adviser is cognizant of the risks in each of the trusts it manages. A thoughtful risk management plan may help investors navigate through market turbulence or an economic downturn. This is why we make risk management a critical element of our annual contract renewal process, like the one we complete with Invesco every year.

To be sure, there will always be risks involved with investing, but you shouldn't let short-term news or your emotions dictate your investments. Because no one can predict with 100% accuracy the movements of financial markets, I strongly encourage you to speak with a professional financial adviser who can assist you in building an investment portfolio that reflects your individual risk tolerance and is designed to help achieve your individual financial objectives.

You can be sure your Board remains committed to doing its part in helping you along the way. In addition to ensuring that your Trust's adviser is focused on the risks in the trusts it manages, we also remain committed to managing trust costs and working with your Trust's adviser to provide a compelling and diversified product offering to potentially meet your investing goals.

Let me close by thanking Carl Frischling upon his retirement from the Invesco Funds Board for his 35 years of distinguished service. As always, please contact me at [bruce@brucecrockett.com](mailto:bruce@brucecrockett.com) with any questions or concerns you may have.

On behalf of the Board, we look forward to continuing to represent your interests and serving your investment needs.

Sincerely,

Bruce L. Crockett

Independent Chair

Invesco Funds Board of Trustees

## Management's Discussion of Trust Performance

### Performance summary

The Trust's return can be calculated based on either the market price or the net asset value (NAV) of its shares. NAV per share is determined by dividing the value of the Trust's portfolio securities, cash and other assets, less all liabilities, by the total number of shares outstanding. Market price reflects the supply and demand for Trust shares. As a result, the two returns can differ, as they did during the reporting period. A main contributor to the Trust's return on an NAV basis was its allocation to hospital bonds.

### Performance

Total returns, 2/29/12 to 2/28/13

|                                            |        |
|--------------------------------------------|--------|
| Trust at NAV                               | 12.07% |
| Trust at Market Value                      | 9.47   |
| Barclays High Yield Municipal Bond Index   | 14.39  |
| Market Price Discount to NAV as of 2/28/13 | -3.97  |
| Source(s): Invesco, Barclays               |        |

*The performance data quoted represent past performance and cannot guarantee comparable future results; current performance may be lower or higher. Investment return, NAV and share market price will fluctuate so that you may have a gain or loss when you sell shares. Please visit [invesco.com/us](http://invesco.com/us) for the most recent month-end performance. Performance figures reflect Trust expenses, the reinvestment of distributions (if any) and changes in NAV for performance based on NAV and changes in market price for performance based on market price.*

*Since the Trust is a closed-end management investment company, shares of the Trust may trade at a discount or premium from the NAV. This characteristic is separate and distinct from the risk that NAV could decrease as a result of investment activities and may be a greater risk to investors expecting to sell their shares after a short time. The Trust cannot predict whether shares will trade at, above or below NAV. The Trust should not be viewed as a vehicle for trading purposes. It is designed primarily for risk-tolerant long-term investors.*

### How we invest

We seek to provide investors with a high level of current income exempt from federal income tax. We primarily invest in a diversified portfolio of investment-grade tax-exempt municipal securities.

The Trust will seek to achieve its investment objective by investing at least 80% of its net assets in municipal obligations, consisting of municipal bonds, municipal notes and municipal commercial paper. Under normal circumstances, the Trust will invest at least 65% of its total assets in municipal bonds rated BB<sup>1</sup> or better by Standard & Poor's Rating Services (S&P) and Ba or better by Moody's Investors Service, Inc. (Moody's). The Trust also may invest in municipal notes and municipal commercial paper of similar quality. Certain municipal bonds in which the Trust may invest without limit may



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subject certain investors to the alternative minimum tax and, therefore, a substantial portion of the income produced by the Trust may be taxable for such investors under the alternative minimum tax.

We employ a bottom-up, research-driven approach to identify securities that have attractive risk-reward characteristics for the sectors in which we invest. We also integrate macroeconomic analysis and forecasting into our evaluation and ranking of various sectors and individual securities. Finally, we employ leverage in an effort to enhance the Trust's income and total return.

Sell decisions generally are based on:

- n A deterioration or likely deterioration of an individual issuer's capacity to meet its debt obligations on a timely basis.
- n A deterioration or likely deterioration of the broader fundamentals of a particular industry or sector.
- n Opportunities in the secondary or primary market to exchange into a security with better relative value.

### Market conditions and your Trust

For the fiscal year ended February 28, 2013, the municipal market produced yet another year of positive performance. The Barclays Municipal Bond Index returned 5.01%, outperforming other fixed income indexes such as the Barclays U.S. Aggregate Index, which returned 3.12%; the Barclays Asset-Backed Securities Index, which returned 2.64%; the Barclays U.S. Mortgage-Backed Securities Index, which returned 1.92%; and the Barclays U.S. Agency Index, which returned 1.88%.<sup>2</sup>

During the reporting period, municipal issuance, or lack thereof, coupled with strong net inflows into municipal bond funds, resulted in a favorable environment for municipal performance. Municipal bond issuance ended 2012 with \$379 billion in gross new issues.<sup>3</sup> While the gross figure reflects a 29% increase from the 2011 level, it also marks the second consecutive year of net negative supply.<sup>3</sup> Concerns regarding tax reform and general economic uncertainty led investors to flock into municipal bond funds, and net inflows for calendar year 2012 were over \$50 billion<sup>4</sup>, a stark contrast from the \$12 billion in net outflows that the category experienced in calendar year 2011.<sup>4</sup>

The financial situation at the state level generally continues to improve, as evidenced by the growth in tax revenues, which have increased for 11 consecutive quarters, according to data collected by the Rockefeller Institute.<sup>5</sup> The 11 quarters of growth in state tax collections came after five straight quarters of declines in collections were posted immediately following the recession.<sup>5</sup> Year-over-year state tax revenues increased by 2.7%

### Portfolio Composition

*By credit sector, based on total investments*

|                          |       |
|--------------------------|-------|
| Revenue Bonds            | 93.1% |
| General Obligation Bonds | 4.2   |
| Pre-Refunded Bonds       | 1.8   |
| Other                    | 0.9   |

Total Net Assets \$358.3 million

Total Number of Holdings 292

### Top Five Fixed Income Holdings

|                                                                    | Coupon | Maturity | % of Total Net Assets |
|--------------------------------------------------------------------|--------|----------|-----------------------|
| 1. Broward (County of)                                             | 5.00%  | 9/1/23   | 2.2%                  |
| 2. South Miami (City of) Health Facilities Authority               | 5.00   | 8/15/32  | 2.2                   |
| 3. Golden State Tobacco Securitization Corp.                       | 5.13   | 6/1/47   | 1.5                   |
| 4. Illinois (State of) Regional Transportation Authority           | 6.00   | 7/1/33   | 1.1                   |
| 5. Pennsylvania (State of) Intergovernmental Cooperation Authority | 5.00   | 6/15/21  | 1.0                   |

The Trust's holdings are subject to change, and there is no assurance that the Trust will continue to hold any particular security.

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in the third quarter of 2012, the most recent data available.<sup>5</sup> Despite these positive trends, overall tax collections remain weak compared to recent history. Nevertheless, state tax revenues were 1.4% higher in the third quarter of 2012 than they were in the same quarter of 2008.<sup>5</sup>

As we approached the end of the reporting period, we expected political, headline and event risk to remain elevated in 2013 as lawmakers consider various options to close the federal spending gap. We recognize that difficult budget and policy decisions are needed, and as a result we are avoiding investments that are highly dependent on federal aid.

Trust performance was also driven by BBB-AAA<sup>1</sup> credit quality spread tightening for most of the reporting period, largely a result of continued declining yields, strong demand and low tax-exempt issuance. As a result, BBB-rated and lower credit quality sectors outperformed higher-rated credits and contributed to performance as we held overweight exposure to these market segments. The Trust's non-rated exposure and our allocation within AA-rated issues also contributed to Trust performance.

At a sector level, our allocation in hospital bonds was the main contributor to Trust returns for the reporting period. Our exposure to Industrial Development Revenue/Pollution Control Revenue (IDR/PCR) bonds detracted from returns.

In terms of the yield curve positioning, the Trust's exposure to the long end (20+ years) of the curve contributed to returns as yields declined during most of the reporting period. Some of our yield curve and duration positioning was implemented through the use of structural leverage.

One important factor affecting the return of the Trust relative to the Barclays High Yield Municipal Bond Index was the Trust's use of structural leverage. The Trust uses leverage because we believe that, over time, leveraging can provide opportunities for additional income and total return for shareholders. However, the use of leverage also can expose shareholders to additional volatility. For example, if the prices of securities held by a trust decline, the negative effect of these valuation changes on net asset value and total return is magnified by the use of leverage. Conversely, leverage may enhance returns during periods when the prices of securities held by a trust generally are rising.

During the reporting period, the Trust achieved a leveraged position through the use of inverse floating rate securities. Inverse floating rate securities are instruments

that have an inverse relationship to a referenced interest rate. Inverse floating rate securities can be a more efficient means by which to manage duration, yield curve exposure and credit exposure and potentially can enhance yield. During the reporting period, the use of leverage contributed to returns. For more information about the Trust's use of leverage, see the Notes to Financial Statements later in this report.

As stated earlier, the Trust trades at a market price that may be at a premium or discount to NAV. For most of the reporting period, the Trust fluctuated between trading at a premium and trading at a discount to its underlying NAV. The Trust traded at a discount at the end of the reporting period.

Thank you for investing in Invesco Municipal Income Opportunities Trust and for sharing our long-term investment horizon.

1 A credit rating is an assessment provided by a nationally recognized statistical rating organization (NRSRO) of the creditworthiness of an issuer with respect to debt obligations, including specific securities, money market instruments or other debts. Ratings are measured on a scale that generally ranges from AAA (highest) to D (lowest); ratings are subject to change without notice. For more information on rating methodologies, please visit the following NRSRO websites: [standardandpoors.com](http://standardandpoors.com) and select "Understanding Ratings" under Rating Resources on the homepage; [moodys.com](http://moodys.com) and select "Rating Methodologies" under Research and Ratings on the homepage; and [fitchratings.com](http://fitchratings.com) and select "Ratings Definitions" on the homepage.

2 Source: Barclays

3 Source: Securities Industry and Financial Markets Association

4 Source: Morningstar

5 Source: The Nelson A. Rockefeller Institute of Government

*The views and opinions expressed in management's discussion of Trust performance are those of Invesco Advisers, Inc. These views and opinions are subject to change at any time based on factors such as market and economic conditions. These views and opinions may not be relied upon as investment advice or recommendations, or as an offer for a particular security. The information is not a complete analysis of every aspect of any market, country, industry, security or the Trust. Statements of fact are from sources considered reliable, but Invesco Advisers, Inc. makes no representation or warranty as to their completeness or accuracy. Although historical performance is no guarantee of future results, these insights may help you understand our investment management philosophy.*

See important Trust and, if applicable, index disclosures later in this report.

**Bill Black**

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Chartered Financial Analyst, portfolio manager, is manager of Invesco Municipal Income Opportunities

Trust. He joined Invesco in 2010. Mr. Black was associated with the Trust's previous investment adviser or its advisory affiliates in an investment management capacity from 1998 to 2010 and began managing the Trust in 2009. He earned a BS in engineering and public policy from Washington University in St. Louis and an MBA from Kellogg School of Management, Northwestern University.

### **Mark Paris**

Portfolio manager, is manager of Invesco Municipal Income Opportunities Trust. He joined Invesco in 2010.

Mr. Paris was associated with the Trust's previous investment adviser or its investment advisory affiliates in an investment management capacity from 2002 to 2010 and began managing the Trust in 2009. He earned a BBA in finance from Baruch College, The City University of New York.

### **James Phillips**

Portfolio manager, is manager of Invesco Municipal Income Opportunities Trust. He joined Invesco in 2010.

Mr. Phillips was associated with the Trust's previous investment adviser or its investment advisory affiliates in an investment management capacity from 1991 to 2010 and began managing the Trust in 2009. He earned a BA in American literature from Empire State College and an MBA in finance from University at Albany, The State University of New York.

## Supplemental Information

**Invesco Municipal Income Opportunities Trust's investment objective is to provide a high level of current income which is exempt from federal income tax.**

- n Unless otherwise stated, information presented in this report is as of February 28, 2013, and is based on total net assets.
- n Unless otherwise noted, all data provided by Invesco.
- n To access your Trust's reports, visit [invesco.com/fundreports](http://invesco.com/fundreports).

### About indexes used in this report

- n The **Barclays High Yield Municipal Bond Index** is an unmanaged index considered representative of non-investment grade bonds.
- n The **Barclays Municipal Bond Index** is an unmanaged index considered representative of the tax-exempt bond market.
- n The **Barclays U.S. Aggregate Index** is an unmanaged index considered representative of the US investment-grade, fixed-rate bond market.
- n The **Barclays U.S. Mortgage-Backed Securities Index** represents mortgage-backed pass-through securities of Ginnie Mae, Fannie Mae and Freddie Mac.
- n The **Barclays Asset-Backed Securities Index** tracks the performance of debt securities backed by assets including credit card, home equity and auto loans that are rated investment grade or higher.
- n The **Barclays U.S. Agency Index** measures the performance of the agency sector of the US government bond market and is composed of investment-grade US dollar-denominated debentures issued by government and government-related agencies, including FNMA and FHLMC.
- n The Trust is not managed to track the performance of any particular index, including the index(es) described here, and consequently, the performance of the Trust may deviate significantly from the performance of the index(es).
- n A direct investment cannot be made in an index. Unless otherwise indicated, index results include reinvested dividends, and they do not reflect sales charges. Performance of the peer group, if applicable, reflects trust expenses; performance of a market index does not.

### Other information

- n The returns shown in management's discussion of Trust performance are based on net asset values calculated for shareholder transactions. Generally accepted accounting principles require adjustments to be made to the net assets of the Trust at period end for financial reporting purposes, and as such, the net asset values for shareholder transactions and the returns based on those net asset values may differ from the net asset values and returns reported in the Financial Highlights.

**NOT FDIC INSURED | MAY LOSE VALUE | NO BANK GUARANTEE**

**NYSE Symbol**

**OIA**

## Dividend Reinvestment Plan

The dividend reinvestment plan (the Plan) offers you a prompt and simple way to reinvest your dividends and capital gains distributions (Distributions) into additional shares of your Trust. Under the Plan, the money you earn from dividends and capital gains distributions will be reinvested automatically in more shares of your Trust, allowing you to potentially increase your investment over time.

### Plan benefits

**n Add to your account:**

You may increase the amount of shares in your Trust easily and automatically with the Plan.

**n Low transaction costs:**

Transaction costs are low because the new shares are bought in blocks and the brokerage commission is shared among all participants.

**n Convenience:**

You will receive a detailed account statement from Computershare Trust Company, N.A. (the Agent) which administers the Plan. The statement shows your total Distributions, date of investment, shares acquired, and price per share, as well as the total number of shares in your reinvestment account. You can also access your account via the Internet. To do this, please go to [invesco.com/us](http://invesco.com/us).

**n Safekeeping:**

The Agent will hold the shares it has acquired for you in safekeeping.

### How to participate in the Plan

If you own shares in your own name, you can participate directly in the Plan. If your shares are held in street name in the name of your brokerage firm, bank, or other financial institution you must instruct that entity to participate on your behalf. If they are unable to participate on your behalf, you may request that they reregister your shares in your own name so that you may enroll in the Plan.

### How to enroll

To enroll in the Plan, please read the Terms and Conditions in the Plan brochure. You can enroll in the Plan by visiting [invesco.com/us](http://invesco.com/us), calling toll-free 800 341 2929 or notifying us in writing at Invesco Closed-End Funds, Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078. Please include your Trust name and account number and ensure that all shareholders listed on the account sign these written instructions. Your participation in the Plan will begin with the next Distribution payable after the Agent receives your authorization, as long as they receive it before the record date, which is generally one week before such Distributions are paid. If your authorization arrives after such record date, your participation in the Plan will begin with the following Distributions.

### How the Plan Works

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If you choose to participate in the Plan, whenever your Trust declares such Distributions, it will be invested in additional shares of your Trust that are purchased on the open market.

### Costs of the Plan

There is no direct charge to you for reinvesting Distributions because the Plan's fees are paid by your Trust. However, you will pay your portion of any per share fees incurred when the new shares are purchased on the open market. These fees are typically less than the standard brokerage charges for individual transactions, because shares are purchased for all Participants in blocks, resulting in lower commissions for each individual Participant. Any per share or service fees are averaged into the purchase price. Per share fees include any applicable brokerage commissions the Agent is required to pay.

### Tax implications

The automatic reinvestment of Distributions does not relieve you of any income tax that may be due on Distributions. You will receive tax information annually to help you prepare your federal income tax return.

*Invesco does not offer tax advice. The tax information contained herein is general and is not exhaustive by nature. It was not intended or written to be used, and it cannot be used, by any taxpayer for avoiding penalties that may be imposed on the taxpayer under U.S. federal tax laws. Federal and state tax laws are complex and constantly changing. Shareholders should always consult a legal or tax adviser for information concerning their individual situation.*

### How to withdraw from the Plan

You may withdraw from the Plan at any time by calling 800 341 2929, visiting [invesco.com/us](http://invesco.com/us) or by writing to Invesco Closed-End Funds, Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078. Simply indicate that you would like to withdraw from the Plan, and be sure to include your Trust name and account number. Also, ensure that all shareholders listed on the account have signed these written instructions. If you withdraw, you have three options with regard to the shares held in the Plan:

1. If you opt to continue to hold your non-certificated shares, whole shares will be held by the Agent and fractional shares will be sold. The proceeds will be sent via check to your address of record after deducting per share fees. Per share fees include any applicable brokerage commissions the Agent is required to pay.
2. If you opt to sell your shares through the Agent, we will sell all full and fractional shares and send the proceeds via check to your address of record after deducting per share fees. Per share fees include any applicable brokerage commissions the Agent is required to pay.
3. You may sell your shares through your financial adviser through the Direct Registration System (DRS). DRS is a service within the securities industry that allows Trust shares to be held in your name in electronic format. You retain full ownership of your shares, without having to hold a stock certificate. You should contact your financial adviser to learn more about any restrictions or fees that may apply.

**Note that the Plan may be amended by the Trust at any time upon 30 days prior written notice to Plan participants.**

**To obtain a complete copy of the current Dividend Reinvestment Plan, please call our Client Services department at 800 341 2929 or visit [invesco.com/us](http://invesco.com/us).**

**Schedule of Investments**

February 28, 2013

|                                                                                                                                          | Interest | Maturity | Principal |            |
|------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|------------|
|                                                                                                                                          | Rate     | Date     | Amount    | Value      |
|                                                                                                                                          |          |          | (000)     |            |
| <b>Municipal Obligations 105.80%</b>                                                                                                     |          |          |           |            |
| <b>Alabama 0.25%</b>                                                                                                                     |          |          |           |            |
| Huntsville (City of) Special Care Facilities Financing Authority (Redstone Village); Series 2007, Retirement Facility RB                 | 5.50%    | 01/01/43 | \$ 925    | \$ 908,951 |
| <b>Arizona 3.75%</b>                                                                                                                     |          |          |           |            |
| Casa Grande (City of) Industrial Development Authority (Casa Grande Regional Medical Center); Series 2001 A, Ref. Hospital RB            | 7.63%    | 12/01/29 | 1,000     | 1,033,620  |
| Phoenix (City of) Industrial Development Authority (Choice Academies); Series 2012, Education RB                                         | 5.38%    | 09/01/32 | 1,000     | 1,018,250  |
| Phoenix (City of) Industrial Development Authority (Great Hearts Academies); Series 2012, Education RB                                   | 6.40%    | 07/01/47 | 600       | 651,474    |
| Phoenix (City of) Industrial Development Authority (Phoenix Collegiate Academy); Series 2012, Education RB                               | 5.63%    | 07/01/42 | 1,000     | 1,009,680  |
| Pima (County of) Industrial Development Authority (Constellation Schools); Series 2008, Lease RB                                         | 7.00%    | 01/01/38 | 3,000     | 3,121,560  |
| Pima (County of) Industrial Development Authority (Global Water Resources, LLC); Series 2007, Water & Wastewater RB <sup>(a)</sup>       | 6.55%    | 12/01/37 | 2,000     | 2,091,340  |
| Pima (County of) Industrial Development Authority (Noah Webster Basic Schools); Series 2004 A, Education RB                              | 6.00%    | 12/15/24 | 1,000     | 1,020,690  |
| Series 2004 A, Education RB                                                                                                              | 6.13%    | 12/15/34 | 500       | 508,390    |
| Pinal (County of) Electric District No. 4; Series 2008, Electrical System RB                                                             | 6.00%    | 12/01/38 | 1,650     | 1,806,568  |
| Quechan Indian Tribe of Fort Yuma (California & Arizona Governmental); Series 2008, RB                                                   | 7.00%    | 12/01/27 | 1,330     | 1,181,599  |
|                                                                                                                                          |          |          |           | 13,443,171 |
| <b>California 11.23%</b>                                                                                                                 |          |          |           |            |
| Alhambra (City of) (Atherton Baptist Homes); Series 2010 A, RB                                                                           | 7.63%    | 01/01/40 | 1,000     | 1,106,800  |
| Anaheim (City of) Public Financing Authority (Anaheim Public Improvements); Series 1997 C, Sub. Lease CAB RB (INS-AGM) <sup>(b)(c)</sup> | 0.00%    | 09/01/34 | 1,000     | 344,610    |
| Bakersfield (City of); Series 2007 A, Wastewater RB (INS-AGM) <sup>(b)(d)</sup>                                                          | 5.00%    | 09/15/32 | 960       | 1,079,280  |
|                                                                                                                                          | 5.88%    | 07/01/28 | 855       | 883,155    |



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|                                                                                                                                                      |       |          |        |           |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|--------|-----------|
| California (State of) Municipal Finance Authority (High Tech High-Media Arts); Series 2008 A, Educational Facility RB <sup>(e)</sup>                 |       |          |        |           |
| California (State of) Municipal Finance Authority (Partnerships Uplift Community); Series 2012, Charter School RB                                    | 5.30% | 08/01/47 | 1,350  | 1,381,104 |
| California (State of) Municipal Finance Authority (Santa Rosa Academy); Series 2012 A, Charter School Lease RB                                       | 6.00% | 07/01/42 | 1,000  | 1,040,500 |
| California (State of) School Finance Authority (New Designs Charter School); Series 2012, Educational Facilities RB                                  | 5.50% | 06/01/42 | 695    | 713,188   |
| California (State of) Statewide Communities Development Authority (California Baptist University); Series 2007 A, RB                                 | 5.50% | 11/01/38 | 1,500  | 1,609,920 |
| Series 2011, RB                                                                                                                                      | 7.25% | 11/01/31 | 1,000  | 1,238,660 |
| California (State of) Statewide Communities Development Authority (Lancer Educational Student Housing); Series 2007, RB                              | 5.63% | 06/01/33 | 1,000  | 1,063,240 |
| California (State of); Series 2004 A1, VRD Unlimited Tax GO Bonds (LOC-Citibank, N.A.) <sup>(f)(g)</sup>                                             | 0.07% | 05/01/34 | 3,500  | 3,500,000 |
| Daly City (City of) Housing Development Finance Agency (Franciscan Mobile Home Park Acquisition); Series 2007 C, Ref. Third Tier Mobile Home Park RB | 6.50% | 12/15/47 | 975    | 1,002,300 |
| Desert Community College District (Election of 2004); Series 2007 C, Unlimited Tax CAB GO Bonds (INS-AGM) <sup>(b)(c)</sup>                          | 0.00% | 08/01/46 | 10,000 | 1,718,600 |
| Golden State Tobacco Securitization Corp.; Series 2007 A-1, Sr. Tobacco Settlement Asset-Backed RB                                                   | 5.13% | 06/01/47 | 6,500  | 5,519,540 |
| Series 2007 A-2, Sr. Tobacco Settlement Asset-Backed RB                                                                                              | 5.30% | 06/01/37 | 1,000  | 912,230   |
| Inland Empire Tobacco Securitization Authority; Series 2007 C-1, Asset-Backed Tobacco Settlement CAB RB <sup>(c)</sup>                               | 0.00% | 06/01/36 | 10,000 | 1,263,300 |
| National City (City of) Community Development Commission (National City Redevelopment); Series 2011, Tax Allocation RB                               | 7.00% | 08/01/32 | 1,000  | 1,272,290 |
| Palm Springs (City of) (Palm Springs International Airport); Series 2006, Ref. Sub. Airport Passenger Facility Charge RB <sup>(a)</sup>              | 5.55% | 07/01/28 | 470    | 471,965   |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

|                                                                                                                                                                                                             |          |          | Principal |              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|--------------|
|                                                                                                                                                                                                             | Interest | Maturity | Amount    |              |
|                                                                                                                                                                                                             | Rate     | Date     | (000)     | Value        |
| <b>California (continued)</b>                                                                                                                                                                               |          |          |           |              |
| Poway Unified School District (School Facilities Improvement); Series 2011, Unlimited Tax CAB GO Bonds <sup>(c)</sup>                                                                                       | 0.00%    | 08/01/39 | \$ 10,890 | \$ 3,211,352 |
| Riverside (County of) Redevelopment Agency (Mid-County Redevelopment Project Area); Series 2010 C, Tax Allocation RB                                                                                        | 6.25%    | 10/01/40 | 1,000     | 1,044,410    |
| Sacramento (County of) Community Facilities District No. 2005-2 (North Vineyard Station No. 1); Series 2007 A, Special Tax RB                                                                               | 6.00%    | 09/01/37 | 1,000     | 1,025,730    |
| San Buenaventura (City of) (Community Memorial Health System); Series 2011, RB                                                                                                                              | 7.50%    | 12/01/41 | 1,000     | 1,222,800    |
| San Francisco (City & County of) Redevelopment Financing Authority (Mission Bay South Redevelopment); Series 2011 D, Tax Allocation RB                                                                      | 7.00%    | 08/01/41 | 1,400     | 1,624,000    |
| San Francisco (City & County of) Successor Agency to the Redevelopment Agency Community Facilities District No. 6 (Mission Bay South Public Improvements); Series 2013 C, Special Tax CAB RB <sup>(c)</sup> | 0.00%    | 08/01/37 | 5,000     | 1,282,150    |
| Southern California Logistics Airport Authority; Series 2008 A, Tax Allocation CAB RB <sup>(c)</sup>                                                                                                        | 0.00%    | 12/01/44 | 18,085    | 883,633      |
| Southern California Tobacco Securitization Authority (San Diego County Tobacco Asset Securitization Corp.); Series 2006 A-1, Sr. Tobacco Settlement Asset-Backed RB                                         | 5.00%    | 06/01/37 | 1,000     | 889,300      |
| Union City (City of) Community Redevelopment Agency (Community Redevelopment); Series 2011, Sub. Lien Tax Allocation RB                                                                                     | 6.88%    | 12/01/33 | 1,500     | 1,840,155    |
| Victor Valley Union High School District (Election of 2008); Series 2013 B, Unlimited Tax CAB GO Bonds <sup>(c)</sup>                                                                                       | 0.00%    | 08/01/48 | 8,310     | 1,094,926    |
|                                                                                                                                                                                                             |          |          |           | 40,239,138   |
| <b>Colorado 3.08%</b>                                                                                                                                                                                       |          |          |           |              |
| Colorado (State of) Health Facilities Authority (Christian Living Communities); Series 2006 A, RB                                                                                                           | 5.75%    | 01/01/37 | 1,500     | 1,603,005    |
| Colorado (State of) Health Facilities Authority (Total Longterm Care National Obligated Group); Series 2010 A, RB                                                                                           | 6.25%    | 11/15/40 | 1,000     | 1,124,350    |
| Colorado (State of) Regional Transportation District (Denver Transit Partners Eagle P3); Series 2010, Private Activity RB                                                                                   | 6.00%    | 01/15/41 | 1,000     | 1,165,220    |
| Copperleaf Metropolitan District No. 2; Series 2006, Limited Tax GO Bonds                                                                                                                                   | 5.85%    | 12/01/26 | 1,420     | 1,134,381    |
| Series 2006, Limited Tax GO Bonds                                                                                                                                                                           | 5.95%    | 12/01/36 | 2,000     | 1,458,900    |
| Denver (City of) Convention Center Hotel Authority; Series 2006, Ref. Sr. RB (INS-SGI) <sup>(b)</sup>                                                                                                       | 5.00%    | 12/01/35 | 925       | 966,079      |
| Fossil Ridge Metropolitan District No. 1; Series 2010, Ref. Tax Supported Limited Tax GO Bonds                                                                                                              | 7.25%    | 12/01/40 | 500       | 533,150      |

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|                                                                                                                           |        |          |       |            |
|---------------------------------------------------------------------------------------------------------------------------|--------|----------|-------|------------|
| Montrose (County of) Memorial Hospital Board of Trustees;<br>Series 2003, Enterprise RB                                   | 6.00%  | 12/01/33 | 1,000 | 1,050,820  |
| Northwest Metropolitan District No. 3; Series 2005, Limited<br>Tax GO Bonds                                               | 6.25%  | 12/01/35 | 2,000 | 1,994,940  |
|                                                                                                                           |        |          |       | 11,030,845 |
| <b>Connecticut 0.38%</b>                                                                                                  |        |          |       |            |
| Georgetown (City of) Special Taxing District; Series 2006 A,<br>Unlimited Tax GO Bonds <sup>(e)(h)</sup>                  | 5.13%  | 10/01/36 | 2,955 | 1,370,234  |
| <b>Delaware 0.28%</b>                                                                                                     |        |          |       |            |
| Sussex (County of) (Cadbury at Lewes); Series 2006 A, First<br>Mortgage RB                                                | 6.00%  | 01/01/35 | 1,000 | 1,008,460  |
| <b>District of Columbia 0.78%</b>                                                                                         |        |          |       |            |
| District of Columbia (Cesar Chavez Charter School); Series<br>2011, RB                                                    | 7.88%  | 11/15/40 | 1,000 | 1,179,440  |
| District of Columbia; Series 2009 B, Ref. Sec. Income Tax<br>RB <sup>(d)</sup>                                            | 5.00%  | 12/01/25 | 1,335 | 1,615,590  |
|                                                                                                                           |        |          |       | 2,795,030  |
| <b>Florida 11.79%</b>                                                                                                     |        |          |       |            |
| Alachua (County of) (North Florida Retirement Village, Inc.);<br>Series 2007, IDR                                         | 5.25%  | 11/15/17 | 1,000 | 1,028,690  |
| Series 2007, IDR                                                                                                          | 5.88%  | 11/15/36 | 2,000 | 1,987,140  |
| Series 2007, IDR                                                                                                          | 5.88%  | 11/15/42 | 1,000 | 988,810    |
| Alachua (County of) Health Facilities Authority (Terraces at<br>Bonita Springs); Series 2011 A, RB                        | 8.13%  | 11/15/46 | 1,000 | 1,176,640  |
| Beacon Lakes Community Development District; Series 2003<br>A, Special Assessment RB                                      | 6.90%  | 05/01/35 | 685   | 694,494    |
| Broward (County of) (Civic Arena); Series 2006 A, Ref.<br>Professional Sports Facilities Tax RB                           |        |          |       |            |
| (INS-AGM) <sup>(b)(d)</sup>                                                                                               | 5.00%  | 09/01/23 | 7,245 | 8,025,069  |
| Capital Trust Agency (Million Air One LLC); Series 2011,<br>RB <sup>(a)</sup>                                             | 7.75%  | 01/01/41 | 1,000 | 1,126,050  |
| Collier (County of) Industrial Development Authority<br>(Arlington Naples); Series 2011, Continuing Care Community<br>BAN | 14.00% | 05/15/15 | 500   | 505,090    |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

|                                                                                                                                           |          |          | Principal |              |
|-------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|--------------|
|                                                                                                                                           | Interest | Maturity | Amount    |              |
|                                                                                                                                           | Rate     | Date     | (000)     | Value        |
| <b>Florida (continued)</b>                                                                                                                |          |          |           |              |
| Florida (State of) Mid-Bay Bridge Authority; Series 2011 A, Springing Lien RB                                                             | 7.25%    | 10/01/40 | \$ 1,000  | \$ 1,276,570 |
| Florida Development Finance Corp. (Renaissance Charter School, Inc.);                                                                     |          |          |           |              |
| Series 2010 A, Educational Facilities RB                                                                                                  | 6.00%    | 09/15/40 | 1,000     | 1,089,060    |
| Series 2012 A, Educational Facilities RB                                                                                                  | 6.13%    | 06/15/43 | 1,000     | 996,470      |
| Lee (County of) Industrial Development Authority (Cypress Cove Healthpark); Series 2012, Ref. RB                                          | 5.75%    | 10/01/42 | 1,000     | 1,006,530    |
| Lee (County of) Industrial Development Authority (Lee County Community Charter Schools, LLC);                                             |          |          |           |              |
| Series 2007 A, IDR                                                                                                                        | 5.25%    | 06/15/27 | 1,000     | 1,016,440    |
| Series 2007 A, IDR                                                                                                                        | 5.38%    | 06/15/37 | 1,000     | 1,006,960    |
| Miami-Dade (County of); Series 2009, Sub. Special Obligation CAB RB <sup>(c)</sup>                                                        | 0.00%    | 10/01/42 | 7,900     | 1,816,289    |
| Midtown Miami Community Development District; Series 2004 A, Special Assessment RB                                                        | 6.25%    | 05/01/37 | 2,475     | 2,518,164    |
| Orange (County of) Health Facilities Authority (Orlando Lutheran Towers, Inc.);                                                           |          |          |           |              |
| Series 2005, Ref. RB                                                                                                                      | 5.38%    | 07/01/20 | 850       | 871,259      |
| Series 2005, Ref. RB                                                                                                                      | 5.70%    | 07/01/26 | 1,000     | 1,024,000    |
| Series 2007, First Mortgage RB                                                                                                            | 5.50%    | 07/01/32 | 1,000     | 1,020,790    |
| Series 2007, First Mortgage RB                                                                                                            | 5.50%    | 07/01/38 | 500       | 508,635      |
| Pinellas (County of) Health Facilities Authority (The Oaks of Clearwater); Series 2004, RB                                                | 6.25%    | 06/01/34 | 1,500     | 1,526,715    |
| Renaissance Commons Community Development District; Series 2005 A, Special Assessment RB                                                  | 5.60%    | 05/01/36 | 1,815     | 1,546,797    |
| South Miami (City of) Health Facilities Authority (Baptist Health South Florida Obligated Group); Series 2007, Hospital RB <sup>(d)</sup> | 5.00%    | 08/15/32 | 7,000     | 7,727,580    |
| St. Johns (County of) Industrial Development Authority (Presbyterian Retirement Communities); Series 2010 A, RB                           | 6.00%    | 08/01/45 | 1,000     | 1,127,010    |
| University Square Community Development District; Series 2007 A-1, Capital Improvement Special Assessment RB                              | 5.88%    | 05/01/38 | 625       | 640,600      |
|                                                                                                                                           |          |          |           | 42,251,852   |
| <b>Georgia 1.28%</b>                                                                                                                      |          |          |           |              |
| Atlanta (City of) (Beltline); Series 2009 B, Tax Allocation RB                                                                            | 7.38%    | 01/01/31 | 1,000     | 1,252,570    |
| Atlanta (City of) (Eastside);                                                                                                             |          |          |           |              |
| Series 2005 B, Tax Allocation RB                                                                                                          | 5.40%    | 01/01/20 | 800       | 866,688      |
| Series 2005 B, Tax Allocation RB                                                                                                          | 5.60%    | 01/01/30 | 1,500     | 1,633,335    |
| Clayton (County of) Development Authority (Delta Air Lines, Inc.); Series 2009 B, Special Facilities RB <sup>(a)</sup>                    | 9.00%    | 06/01/35 | 750       | 836,363      |
|                                                                                                                                           |          |          |           | 4,588,956    |

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**Hawaii 1.42%**

|                                                                                                                              |       |          |       |           |
|------------------------------------------------------------------------------------------------------------------------------|-------|----------|-------|-----------|
| Hawaii (State of) Department of Budget & Finance (15 Craigside); Series 2009 A, Special Purpose Senior Living RB             | 8.75% | 11/15/29 | 1,000 | 1,205,440 |
| Hawaii (State of) Department of Budget & Finance (Hawaiian Electric Co., Inc. & Subsidiary); Series 2009, Special Purpose RB | 6.50% | 07/01/39 | 1,000 | 1,175,450 |
| Hawaii (State of) Department of Budget & Finance (Kahala Nui); Series 2003 A, Special Purpose RB <sup>(i)(j)</sup>           | 8.00% | 11/15/13 | 2,500 | 2,687,425 |
|                                                                                                                              |       |          |       | 5,068,315 |

**Idaho 0.25%**

|                                                                                              |       |          |     |         |
|----------------------------------------------------------------------------------------------|-------|----------|-----|---------|
| Idaho (State of) Health Facilities Authority (Valley Vista Care Corp.); Series 2007, Ref. RB | 6.13% | 11/15/27 | 850 | 877,226 |
|----------------------------------------------------------------------------------------------|-------|----------|-----|---------|

**Illinois 12.61%**

|                                                                                                                                                    |       |          |       |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|-------|-----------|
| Bolingbrook (Village of) Special Services Area No. 1 (Forest City); Series 2005, Special Tax RB                                                    | 5.90% | 03/01/27 | 1,750 | 1,630,055 |
| Bolingbrook (Village of); Series 2005, Sales Tax RB                                                                                                | 6.25% | 01/01/24 | 2,000 | 1,602,120 |
| Chicago (City of) (Lakeshore East); Series 2002, Special Assessment Improvement RB                                                                 | 6.75% | 12/01/32 | 3,060 | 3,135,735 |
| Chicago (City of); Series 2011, COP                                                                                                                | 7.13% | 05/01/25 | 1,030 | 1,154,743 |
| Cook (County of) (Navistar International Corp.); Series 2010, Recovery Zone Facility RB                                                            | 6.50% | 10/15/40 | 1,000 | 1,083,760 |
| Illinois (State of) Finance Authority (Collegiate Housing Foundation DeKalb II, LLC Northern Illinois University); Series 2011, Student Housing RB | 6.88% | 10/01/43 | 1,000 | 1,207,250 |
| Illinois (State of) Finance Authority (Friendship Village of Schaumburg); Series 2010, RB                                                          | 7.00% | 02/15/38 | 1,445 | 1,490,200 |
| Illinois (State of) Finance Authority (Greenfields of Geneva); Series 2010 A, RB                                                                   | 8.00% | 02/15/30 | 1,130 | 1,233,259 |

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|                                                                                                                                             |          |          | Principal |            |
|---------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|------------|
|                                                                                                                                             | Interest | Maturity | Amount    |            |
|                                                                                                                                             | Rate     | Date     | (000)     | Value      |
| <b>Illinois (continued)</b>                                                                                                                 |          |          |           |            |
| Illinois (State of) Finance Authority (Luther Oaks); Series 2006 A, RB                                                                      | 5.70%    | 08/15/28 | \$ 500    | \$ 500,215 |
| Series 2006 A, RB                                                                                                                           | 6.00%    | 08/15/39 | 1,500     | 1,519,080  |
| Illinois (State of) Finance Authority (Montgomery Place); Series 2006 A, RB                                                                 | 5.75%    | 05/15/38 | 2,000     | 2,049,320  |
| Illinois (State of) Finance Authority (Park Place of Elmhurst); Series 2010 A, RB                                                           | 8.25%    | 05/15/45 | 1,000     | 1,061,850  |
| Illinois (State of) Finance Authority (The Admiral at the Lake); Series 2010 A, RB                                                          | 7.25%    | 05/15/20 | 1,000     | 1,069,330  |
| Illinois (State of) Finance Authority (The Landing at Plymouth Place); Series 2005 A, RB                                                    | 6.00%    | 05/15/37 | 2,500     | 2,081,325  |
| Illinois (State of) Finance Authority (United Neighborhood Organization Charter School Network, Inc.); Series 2011, Ref. Charter School RB  | 6.88%    | 10/01/31 | 500       | 576,770    |
| Series 2011, Ref. Charter School RB                                                                                                         | 7.13%    | 10/01/41 | 500       | 584,985    |
| Illinois (State of) Finance Authority (Villa St. Benedict); Series 2003 A-1, RB <sup>(h)</sup>                                              | 6.90%    | 11/15/33 | 1,750     | 1,049,983  |
| Illinois (State of) Finance Authority; Series 2003 A, RB                                                                                    | 7.00%    | 11/15/32 | 2,000     | 2,023,160  |
| Illinois (State of) Metropolitan Pier & Exposition Authority (McCormick Place Expansion); Series 2010 A, RB <sup>(d)</sup>                  | 5.50%    | 06/15/50 | 960       | 1,088,928  |
| Series 2010 B, Ref. CAB RB (INS-AGM) <sup>(b)(c)</sup>                                                                                      | 0.00%    | 06/15/43 | 10,000    | 2,317,200  |
| Illinois (State of) Regional Transportation Authority; Series 2003 A, RB (INS-NATL) <sup>(b)(d)</sup>                                       | 6.00%    | 07/01/33 | 3,000     | 4,071,450  |
| Illinois (State of) Toll Highway Authority; Series 2008 B, RB <sup>(d)</sup>                                                                | 5.50%    | 01/01/33 | 3,000     | 3,429,240  |
| Long Grove (Village of) (Sunset Grove); Series 2010, Limited Obligation Tax Increment Allocation RB                                         | 7.50%    | 01/01/30 | 1,000     | 1,074,780  |
| Pingree Grove (Village of) (Cambridge Lakes Learning Center); Series 2011, RB                                                               | 8.50%    | 06/01/41 | 1,000     | 1,108,570  |
| Pingree Grove (Village of) (Cambridge Lakes); Series 2006-1, Special Service Area No. 7 Special Tax RB                                      | 6.00%    | 03/01/36 | 2,420     | 2,465,980  |
| Southwestern Illinois Development Authority (U.S. Steel Corp.) Series 2012, RB <sup>(a)</sup>                                               | 5.75%    | 08/01/42 | 1,000     | 1,011,550  |
| United City of Yorkville (City of) Special Service Area No. 2006-113 (Cannonball/Beecher Road); Series 2007, Special Tax RB                 | 5.75%    | 03/01/28 | 955       | 970,977    |
| Upper Illinois River Valley Development Authority (Pleasant View Luther Home); Series 2010, RB                                              | 7.38%    | 11/15/45 | 1,000     | 1,091,390  |
| Will (County of) & Kankakee (City of) Regional Development Authority (Senior Estates Supportive Living); Series 2007, MFH RB <sup>(a)</sup> | 7.00%    | 12/01/42 | 1,450     | 1,514,684  |
|                                                                                                                                             |          |          |           | 45,197,889 |

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|                                                                                                              |       |          |        |           |
|--------------------------------------------------------------------------------------------------------------|-------|----------|--------|-----------|
| <b>Indiana 1.31%</b>                                                                                         |       |          |        |           |
| Carmel (City of) (Barrington Carmel); Series 2012 A, RB                                                      | 7.13% | 11/15/47 | 515    | 563,472   |
| Crown Point (City of) (Wittenberg Village); Series 2009 A, Economic Development RB                           | 8.00% | 11/15/39 | 1,000  | 1,166,720 |
| Indiana (State of) Finance Authority (King's Daughters Hospital & Health Services); Series 2010, Hospital RB | 5.50% | 08/15/45 | 745    | 811,968   |
| St. Joseph (County of) (Holy Cross Village at Notre Dame); Series 2006 A, Economic Development RB            | 6.00% | 05/15/26 | 560    | 581,263   |
| Series 2006 A, Economic Development RB                                                                       | 6.00% | 05/15/38 | 525    | 538,330   |
| Vigo (County of) Hospital Authority (Union Hospital, Inc.); Series 2007, RB <sup>(e)</sup>                   | 5.80% | 09/01/47 | 1,000  | 1,040,600 |
|                                                                                                              |       |          |        | 4,702,353 |
| <b>Iowa 1.92%</b>                                                                                            |       |          |        |           |
| Cass (County of) (Cass County Memorial Hospital); Series 2010 A, Hospital RB                                 | 7.25% | 06/01/35 | 1,000  | 1,135,440 |
| Iowa (State of) Finance Authority (Bethany Life Communities); Series 2006 A, Ref. Senior Housing RB          | 5.55% | 11/01/41 | 1,000  | 1,004,110 |
| Iowa (State of) Finance Authority (Madrid Home); Series 2007, Ref. Health Care Facility RB                   | 5.90% | 11/15/37 | 750    | 737,100   |
| Iowa (State of) Finance Authority (Western Home); Series 2012, Ref. Health Care Facilities RB                | 5.25% | 12/01/37 | 1,000  | 1,006,370 |
| Iowa (State of) Tobacco Settlement Authority; Series 2005 C, Asset-Backed RB                                 | 5.38% | 06/01/38 | 1,000  | 947,720   |
| Series 2005 D, Asset-Backed CAB RB <sup>(c)</sup>                                                            | 0.00% | 06/01/46 | 10,000 | 1,011,200 |
| Orange City (City of); Series 2008, Ref. Hospital Capital Loan RN                                            | 5.60% | 09/01/32 | 1,000  | 1,025,730 |
|                                                                                                              |       |          |        | 6,867,670 |
| <b>Kansas 0.40%</b>                                                                                          |       |          |        |           |
| Olathe (City of) (Catholic Care Campus, Inc.); Series 2006 A, Senior Living Facility RB                      | 6.00% | 11/15/38 | 1,400  | 1,440,586 |

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|                                                                                                                                                        |          |          | Principal |              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|--------------|
|                                                                                                                                                        | Interest | Maturity | Amount    |              |
|                                                                                                                                                        | Rate     | Date     | (000)     | Value        |
| <b>Kentucky 0.33%</b>                                                                                                                                  |          |          |           |              |
| Kentucky (State of) Economic Development Finance Authority (Masonic Home Independent Living II); Series 2011, RB                                       | 7.38%    | 05/15/46 | \$ 1,000  | \$ 1,166,930 |
| <b>Louisiana 0.85%</b>                                                                                                                                 |          |          |           |              |
| Lakeshore Villages Master Community Development District; Series 2007, Special Assessment RB <sup>(h)</sup>                                            | 5.25%    | 07/01/17 | 1,984     | 794,334      |
| Louisiana (State of) Local Government Environmental Facilities & Community Development Authority (Westlake Chemical Corp.); Series 2009 A, RB          | 6.50%    | 08/01/29 | 1,000     | 1,193,120    |
| Louisiana (State of) Public Facilities Authority (Lake Charles Memorial Hospital); Series 2007, Ref. Hospital RB <sup>(e)</sup>                        | 6.38%    | 12/01/34 | 1,000     | 1,069,530    |
|                                                                                                                                                        |          |          |           | 3,056,984    |
| <b>Maine 0.34%</b>                                                                                                                                     |          |          |           |              |
| Maine (State of) Health & Higher Educational Facilities Authority (Maine General Medical Center); Series 2011, RB                                      | 6.75%    | 07/01/41 | 1,000     | 1,213,520    |
| <b>Maryland 1.75%</b>                                                                                                                                  |          |          |           |              |
| Baltimore (City of) (East Baltimore Research Park); Series 2008 A, Special Obligation Tax Allocation RB                                                | 7.00%    | 09/01/38 | 1,000     | 1,093,250    |
| Harford (County of); Series 2011, Special Obligation Tax Allocation RB                                                                                 | 7.50%    | 07/01/40 | 1,000     | 1,123,870    |
| Maryland (State of) Health & Higher Educational Facilities Authority (King Farm Presbyterian Retirement Community); Series 2007 A, RB                  | 5.30%    | 01/01/37 | 1,750     | 1,678,565    |
| Maryland (State of) Health & Higher Educational Facilities Authority (Washington Christian Academy); Series 2006, RB <sup>(h)</sup>                    | 5.50%    | 07/01/38 | 800       | 319,920      |
| Maryland (State of) Industrial Development Financing Authority (Our Lady of Good Counsel High School Facility); Series 2005 A, Economic Development RB | 6.00%    | 05/01/35 | 1,000     | 1,044,170    |
| Westminster (City of) (Carroll Lutheran Village); Series 2004 A, Economic Development RB                                                               | 6.25%    | 05/01/34 | 1,000     | 1,007,030    |
|                                                                                                                                                        |          |          |           | 6,266,805    |
| <b>Massachusetts 2.72%</b>                                                                                                                             |          |          |           |              |
| Massachusetts (State of) Development Finance Agency (Evergreen Center Inc.); Series 2005, RB                                                           | 5.50%    | 01/01/35 | 800       | 809,000      |
| Massachusetts (State of) Development Finance Agency (Linden Ponds, Inc. Facility); Series 2011 A-1, RB                                                 | 6.25%    | 11/15/46 | 709       | 520,677      |
| Series 2011 A-2, RB                                                                                                                                    | 5.50%    | 11/15/46 | 38        | 23,696       |
| Series 2011 B, CAB RB <sup>(c)</sup>                                                                                                                   | 0.00%    | 11/15/56 | 187       | 996          |
| Massachusetts (State of) Development Finance Agency (Loomis Community);                                                                                |          |          |           |              |



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|                                                                                                                               |       |          |       |           |
|-------------------------------------------------------------------------------------------------------------------------------|-------|----------|-------|-----------|
| Series 1999 A, First Mortgage RB                                                                                              | 5.63% | 07/01/15 | 680   | 681,856   |
| Series 1999 A, First Mortgage RB                                                                                              | 5.75% | 07/01/23 | 3,000 | 3,003,870 |
| Massachusetts (State of) Development Finance Agency (Massachusetts Institute of Technology); Series 2002 K, RB <sup>(d)</sup> | 5.50% | 07/01/32 | 505   | 722,170   |
| Massachusetts (State of) Development Finance Agency (The Groves in Lincoln); Series 2009 A, Senior Living Facility RB         | 7.75% | 06/01/39 | 1,000 | 470,020   |
| Massachusetts (State of) Development Finance Agency (Tufts Medical Center); Series 2011 I, RB                                 | 6.88% | 01/01/41 | 1,000 | 1,204,890 |
| Massachusetts (State of) Port Authority (Delta Airlines Inc.); Series 2001 A, RB (INS-AMBAC) <sup>(a)(b)</sup>                | 5.00% | 01/01/27 | 1,000 | 999,930   |
| Massachusetts (State of); Series 2004 A, Ref. Limited Tax GO Bonds (INS-AMBAC) <sup>(b)(d)</sup>                              | 5.50% | 08/01/30 | 960   | 1,306,656 |
|                                                                                                                               |       |          |       | 9,743,761 |
| <b>Michigan 0.65%</b>                                                                                                         |       |          |       |           |
| Dearborn Economic Development Corp. (Henry Ford Village, Inc.); Series 2008, Ref. Limited Obligation RB                       | 7.00% | 11/15/28 | 1,200 | 1,269,048 |
| Michigan (State of) Strategic Fund (The Dow Chemical Co.); Series 2003 A-1, Ref. Limited Obligation RB <sup>(a)(i)(k)</sup>   | 6.75% | 06/02/14 | 1,000 | 1,072,190 |
|                                                                                                                               |       |          |       | 2,341,238 |
| <b>Minnesota 3.78%</b>                                                                                                        |       |          |       |           |
| Anoka (City of) (The Homestead at Anoka, Inc.); Series 2011 A, Health Care Facilities RB                                      | 7.00% | 11/01/40 | 1,000 | 1,085,930 |
| Baytown (Township of) (St. Croix Preparatory Academy); Series 2012, Lease RB                                                  | 5.75% | 08/01/42 | 500   | 506,005   |
| Bloomington (City of) Port Authority (Radisson Blu Mall of America, LLC); Series 2010, Recovery Zone Facility RB              | 9.00% | 12/01/35 | 1,000 | 1,193,020 |
| Brooklyn Park (City of) (Prairie Seeds Academy); Series 2009 A, Lease RB                                                      | 9.25% | 03/01/39 | 1,000 | 1,159,540 |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

|                                                                                                                                           |          |          | Principal |              |
|-------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|--------------|
|                                                                                                                                           | Interest | Maturity | Amount    |              |
|                                                                                                                                           | Rate     | Date     | (000)     | Value        |
| <b>Minnesota (continued)</b>                                                                                                              |          |          |           |              |
| Minneapolis (City of) (Fairview Health Services); Series 2008 A, Health Care System RB                                                    | 6.75%    | 11/15/32 | \$ 1,500  | \$ 1,828,920 |
| North Oaks (City of) (Presbyterian Homes of North Oaks, Inc.); Series 2007, Senior Housing RB                                             | 6.13%    | 10/01/39 | 1,500     | 1,592,055    |
| Rochester (City of) (Samaritan Bethany, Inc.); Series 2009 A, Ref. Health Care & Housing RB                                               | 7.38%    | 12/01/41 | 1,000     | 1,126,620    |
| St. Paul (City of) Housing & Redevelopment Authority (Emerald Gardens); Series 2010, Ref. Tax Increment Allocation RB                     | 6.25%    | 03/01/25 | 1,000     | 1,069,660    |
| St. Paul (City of) Housing & Redevelopment Authority (Hmong College Prep Academy); Series 2012 A, Charter School Lease RB                 | 5.25%    | 09/01/32 | 1,060     | 1,081,465    |
| Wayzata (City of) (Folkestone Senior Living Community); Series 2012 A, Senior Housing RB                                                  | 6.00%    | 05/01/47 | 1,000     | 1,062,900    |
| West St. Paul (City of) (Walker Thompson Hill, LLC); Series 2011A, Health Care Facilities RB                                              | 7.00%    | 09/01/46 | 700       | 759,976      |
| Winsted (City of) (St. Mary's Care Center); Series 2010 A, Health Care RB                                                                 | 6.88%    | 09/01/42 | 1,000     | 1,066,340    |
|                                                                                                                                           |          |          |           | 13,532,431   |
| <b>Mississippi 0.28%</b>                                                                                                                  |          |          |           |              |
| Mississippi Business Finance Corp. (System Energy Resources, Inc.); Series 1998, PCR                                                      | 5.88%    | 04/01/22 | 1,000     | 1,003,280    |
| <b>Missouri 2.73%</b>                                                                                                                     |          |          |           |              |
| Branson (City of) Regional Airport Transportation Development District; Series 2007 B, Airport RB <sup>(a)(h)</sup>                       | 6.00%    | 07/01/37 | 1,200     | 227,856      |
| Branson Hills Infrastructure Facilities Community Improvement District; Series 2007 A, Special Assessment RB                              | 5.50%    | 04/01/27 | 750       | 538,837      |
| Bridgeton (City of) Industrial Development Authority (Sarah Community); Series 2011 A, Ref. & Improvement Senior Housing RB               | 6.38%    | 05/01/35 | 1,000     | 1,060,620    |
| Cass (County of); Series 2007, Hospital RB                                                                                                | 5.63%    | 05/01/38 | 1,000     | 1,027,080    |
| Kansas City (City of) Industrial Development Authority (Plaza Library); Series 2004, RB                                                   | 5.90%    | 03/01/24 | 1,000     | 1,013,450    |
| Kansas City (City of) Industrial Development Authority (Ward Parkway Center Community Improvement District); Series 2011, Sales Tax RB    | 6.75%    | 10/01/41 | 1,000     | 1,050,580    |
| Kirkwood (City of) Industrial Development Authority (Aberdeen Heights); Series 2010 A, Retirement Community RB                            | 8.25%    | 05/15/39 | 1,000     | 1,198,370    |
| St. Louis (County of) Industrial Development Authority (Grand Center Redevelopment); Series 2011, Tax Increment Allocation Improvement RB | 6.38%    | 12/01/25 | 1,000     | 1,074,380    |
|                                                                                                                                           | 5.00%    | 11/15/22 | 1,000     | 1,027,880    |

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|                                                                                                                                                       |       |          |       |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|-------|-----------|
| St. Louis (County of) Industrial Development Authority<br>(Ranken-Jordan); Series 2007, Ref. Health Facilities RB                                     |       |          |       |           |
| St. Louis (County of) Industrial Development Authority (St.<br>Andrew s Resources for Seniors); Series 2007 A, Senior<br>Living Facilities RB         | 6.38% | 12/01/41 | 1,500 | 1,572,795 |
|                                                                                                                                                       |       |          |       | 9,791,848 |
| <b>Nebraska 0.32%</b>                                                                                                                                 |       |          |       |           |
| Gage (County of) Hospital Authority No. 1 (Beatrice<br>Community Hospital & Health Center); Series 2010 B,<br>Health Care Facilities RB               | 6.75% | 06/01/35 | 1,000 | 1,128,350 |
| <b>Nevada 1.16%</b>                                                                                                                                   |       |          |       |           |
| Henderson (City of) (Local Improvement District No. T-18);<br>Series 2006, Special Assessment RB                                                      | 5.30% | 09/01/35 | 700   | 546,847   |
| Las Vegas (City of) Redevelopment Agency; Series 2009 A,<br>Tax Increment Allocation RB                                                               | 8.00% | 06/15/30 | 1,200 | 1,374,180 |
| Mesquite (City of) (Special Improvement District No.<br>07-01-Anthem at Mesquite); Series 2007, Special Assessment<br>Local Improvement RB            | 6.00% | 08/01/23 | 945   | 959,959   |
| Sparks (City of) (Local Improvement District No. 3 Legends<br>at Sparks Marina); Series 2008, Special Assessment Limited<br>Obligation Improvement RB | 6.50% | 09/01/20 | 1,190 | 1,266,779 |
|                                                                                                                                                       |       |          |       | 4,147,765 |
| <b>New Hampshire 0.62%</b>                                                                                                                            |       |          |       |           |
| New Hampshire (State of) Business Finance Authority<br>(Huggins Hospital); Series 2009, First Mortgage RB                                             | 6.88% | 10/01/39 | 985   | 1,090,769 |
| New Hampshire (State of) Health & Education Facilities<br>Authority (Rivermead); Series 2011 A, RB                                                    | 6.88% | 07/01/41 | 1,000 | 1,135,290 |
|                                                                                                                                                       |       |          |       | 2,226,059 |
| <b>New Jersey 3.74%</b>                                                                                                                               |       |          |       |           |
| Essex (County of) Improvement Authority (Newark); Series<br>2010 A, RB                                                                                | 6.25% | 11/01/30 | 1,000 | 1,166,420 |
| New Jersey (State of) Economic Development Authority<br>(Continental Airlines, Inc.); Series 2012, RB <sup>(a)</sup>                                  | 5.75% | 09/15/27 | 1,000 | 1,030,320 |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

|                                                                                                                                         | Interest | Maturity | Principal<br>Amount |            |
|-----------------------------------------------------------------------------------------------------------------------------------------|----------|----------|---------------------|------------|
|                                                                                                                                         | Rate     | Date     | (000)               | Value      |
| <b>New Jersey (continued)</b>                                                                                                           |          |          |                     |            |
| New Jersey (State of) Economic Development Authority (Lions Gate);                                                                      |          |          |                     |            |
| Series 2005 A, First Mortgage RB                                                                                                        | 5.75%    | 01/01/25 | \$ 710              | \$ 719,890 |
| Series 2005 A, First Mortgage RB                                                                                                        | 5.88%    | 01/01/37 | 1,230               | 1,239,262  |
| New Jersey (State of) Economic Development Authority (Seashore Gardens Living Center); Series 2006, First Mortgage RB                   | 5.38%    | 11/01/36 | 700                 | 675,157    |
| New Jersey (State of) Economic Development Authority (United Methodist Homes); Series 1998, Ref. RB                                     | 5.13%    | 07/01/25 | 3,000               | 3,000,930  |
| New Jersey (State of) Health Care Facilities Financing Authority (St. Joseph's Health Care System); Series 2008, RB                     | 6.63%    | 07/01/38 | 1,000               | 1,157,580  |
| New Jersey (State of) Higher Education Student Assistance Authority; Series 2012-1B, Ref. Student Loan RB <sup>(a)</sup>                | 5.75%    | 12/01/39 | 2,000               | 2,113,120  |
| Tobacco Settlement Financing Corp.;                                                                                                     |          |          |                     |            |
| Series 2007 1A, Asset-Backed RB                                                                                                         | 5.00%    | 06/01/29 | 1,000               | 969,620    |
| Series 2007 1A, Asset-Backed RB                                                                                                         | 5.00%    | 06/01/41 | 1,500               | 1,328,415  |
|                                                                                                                                         |          |          |                     | 13,400,714 |
| <b>New Mexico 0.31%</b>                                                                                                                 |          |          |                     |            |
| New Mexico (State of) Hospital Equipment Loan Council (La Vida Llena); Series 2010 A, First Mortgage RB                                 | 6.13%    | 07/01/40 | 1,000               | 1,104,190  |
| <b>New York 4.02%</b>                                                                                                                   |          |          |                     |            |
| Brooklyn Arena Local Development Corp. (Barclays Center);                                                                               |          |          |                     |            |
| Series 2009, PILOT CAB RB <sup>(c)</sup>                                                                                                | 0.00%    | 07/15/35 | 1,475               | 521,486    |
| Series 2009, PILOT CAB RB <sup>(c)</sup>                                                                                                | 0.00%    | 07/15/46 | 10,000              | 2,100,300  |
| Mount Vernon (City of) Industrial Development Agency (Wartburg Senior Housing, Inc./Meadowview);                                        |          |          |                     |            |
| Series 1999, Civic Facility RB                                                                                                          | 6.15%    | 06/01/19 | 720                 | 721,181    |
| Series 1999, Civic Facility RB                                                                                                          | 6.20%    | 06/01/29 | 500                 | 500,455    |
| Nassau (County of) Industrial Development Agency (Amsterdam at Harborside); Series 2007 A, Continuing Care Retirement Community RB      | 6.50%    | 01/01/27 | 1,500               | 1,039,215  |
| New York & New Jersey (States of) Port Authority; One Hundred Sixty-Ninth Series 2011, Consolidated RB <sup>(a)(d)</sup>                | 5.00%    | 10/15/27 | 1,700               | 1,988,473  |
| One Hundred Sixty-Ninth Series 2011, Consolidated RB <sup>(a)(d)</sup>                                                                  | 5.00%    | 10/15/28 | 1,300               | 1,514,097  |
| New York (City of) Industrial Development Agency (Polytechnic University); Series 2007, Ref. Civic Facility RB (INS-ACA) <sup>(b)</sup> | 5.25%    | 11/01/37 | 1,200               | 1,291,872  |
|                                                                                                                                         | 6.25%    | 12/01/37 | 1,000               | 1,106,780  |

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|                                                                                                                                             |       |          |        |            |
|---------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|--------|------------|
| New York (State of) Dormitory Authority (Orange Regional Medical Center); Series 2008, RB                                                   |       |          |        |            |
| New York Liberty Development Corp. (Bank of America Tower at One Bryant Park); Series 2010, Ref. Second Priority Liberty RB                 |       |          |        |            |
|                                                                                                                                             | 6.38% | 07/15/49 | 1,000  | 1,191,920  |
| New York Liberty Development Corp. (National Sports Museum); Series 2006 A, RB                                                              |       |          |        |            |
| (Acquired 08/07/06; Cost \$1,697,125) <sup>(e)(h)</sup>                                                                                     | 6.13% | 02/15/19 | 2,000  | 20         |
| Seneca (County of) Industrial Development Agency (Seneca Meadows, Inc.); Series 2005, RB <sup>(a)(e)(i)(k)</sup>                            |       |          |        |            |
|                                                                                                                                             | 6.63% | 10/01/13 | 1,000  | 1,008,370  |
| Suffolk (County of) Industrial Development Agency (Medford Hamlet Assisted Living); Series 2005, Assisted Living Facility RB <sup>(a)</sup> |       |          |        |            |
|                                                                                                                                             | 6.38% | 01/01/39 | 1,410  | 1,416,246  |
|                                                                                                                                             |       |          |        | 14,400,415 |
| <b>North Carolina 0.32%</b>                                                                                                                 |       |          |        |            |
| North Carolina (State of) Medical Care Commission (WhiteStone); Series 2011 A, First Mortgage Retirement Facilities RB                      |       |          |        |            |
|                                                                                                                                             | 7.75% | 03/01/41 | 1,000  | 1,144,160  |
| <b>North Dakota 0.28%</b>                                                                                                                   |       |          |        |            |
| Grand Forks (City of) (4000 Valley Square); Series 2006, Ref. Senior Housing RB                                                             |       |          |        |            |
|                                                                                                                                             | 5.30% | 12/01/34 | 1,000  | 1,003,930  |
| <b>Ohio 3.59%</b>                                                                                                                           |       |          |        |            |
| Buckeye Tobacco Settlement Financing Authority; Series 2007 A-2, Sr. Asset-Backed RB                                                        |       |          |        |            |
|                                                                                                                                             | 5.13% | 06/01/24 | 1,000  | 909,170    |
| Series 2007 B, First Sub. Asset-Backed CAB RB <sup>(c)</sup>                                                                                | 0.00% | 06/01/47 | 40,000 | 2,549,200  |
| Centerville (City of) (Bethany Lutheran Village Continuing Care Facility Expansion); Series 2007 A, Health Care RB                          |       |          |        |            |
|                                                                                                                                             | 6.00% | 11/01/38 | 1,500  | 1,562,985  |
| Cuyahoga (County of) (Eliza Jennings Senior Care Network); Series 2007 A, Health Care & Independent Living Facilities RB                    |       |          |        |            |
|                                                                                                                                             | 5.75% | 05/15/27 | 2,000  | 2,069,620  |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

|                                                                                                                                            |          |          | Principal |              |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|--------------|
|                                                                                                                                            | Interest | Maturity | Amount    |              |
|                                                                                                                                            | Rate     | Date     | (000)     | Value        |
| <b>Ohio (continued)</b>                                                                                                                    |          |          |           |              |
| Gallia (County of) (Holzer Health System Obligated Group); Series 2012, Ref. & Improvement Hospital Facilities RB                          | 8.00%    | 07/01/42 | \$ 1,000  | \$ 1,127,960 |
| Lorain (County of) Port Authority (U.S. Steel Corp.); Series 2010, Recovery Zone Facility RB                                               | 6.75%    | 12/01/40 | 1,000     | 1,114,700    |
| Montgomery (County of) (St. Leonard); Series 2010, Ref. & Improvement Health Care & MFH RB                                                 | 6.63%    | 04/01/40 | 1,000     | 1,124,840    |
| Ohio (State of) Air Quality Development Authority (FirstEnergy Generation Corp.); Series 2009 C, Ref. PCR                                  | 5.63%    | 06/01/18 | 1,000     | 1,172,950    |
| Toledo-Lucas (County of) Port Authority (Crocker Park Public Improvement); Series 2003, Special Assessment RB                              | 5.38%    | 12/01/35 | 1,200     | 1,231,872    |
|                                                                                                                                            |          |          |           | 12,863,297   |
| <b>Oklahoma 0.90%</b>                                                                                                                      |          |          |           |              |
| Citizen Potawatomi Nation; Series 2004 A, Sr. Obligation Tax RB                                                                            | 6.50%    | 09/01/16 | 1,000     | 991,740      |
| Oklahoma (State of) Development Finance Authority (Inverness Village Community); Series 2012, Ref. Continuing Care Retirement Community RB | 6.00%    | 01/01/32 | 1,000     | 1,090,830    |
| Tulsa (County of) Industrial Authority (Montereau, Inc.); Series 2010 A, Senior Living Community RB                                        | 7.25%    | 11/01/45 | 1,000     | 1,137,710    |
|                                                                                                                                            |          |          |           | 3,220,280    |
| <b>Pennsylvania 4.83%</b>                                                                                                                  |          |          |           |              |
| Allegheny (County of) Industrial Development Authority (Propel Charter School-Montour); Series 2010 A, Charter School RB                   | 6.75%    | 08/15/35 | 950       | 1,061,435    |
| Allegheny (County of) Redevelopment Authority (Pittsburgh Mills); Series 2004, Tax Allocation RB                                           | 5.60%    | 07/01/23 | 1,000     | 1,032,230    |
| Bucks (County of) Industrial Development Authority (Ann's Choice, Inc. Facility); Series 2005 A, Retirement Community RB                   | 6.13%    | 01/01/25 | 1,500     | 1,519,050    |
| Series 2005 A, Retirement Community RB                                                                                                     | 6.25%    | 01/01/35 | 1,750     | 1,772,207    |
| Chester (County of) Industrial Development Authority (RHA/Pennsylvania Nursing Homes, Inc.); Series 2002, First Mortgage RB                | 8.50%    | 05/01/32 | 2,690     | 2,762,334    |
| Cumberland (County of) Municipal Authority (Asbury Pennsylvania Obligated Group); Series 2010, RB                                          | 6.13%    | 01/01/45 | 965       | 1,059,194    |
| Harrisburg (City of) Authority (Harrisburg University of Science); Series 2007 B, University RB                                            | 6.00%    | 09/01/36 | 1,800     | 1,355,598    |
| Lehigh (County of) General Purpose Authority (Bible Fellowship Church Homes, Inc.); Series 2013, RB                                        | 5.25%    | 07/01/42 | 1,000     | 987,390      |
| Montgomery (County of) Industrial Development Authority (Philadelphia Presbytery Homes, Inc.); Series 2010, RB                             | 6.63%    | 12/01/30 | 1,000     | 1,177,700    |
| Pennsylvania (State of) Intergovernmental Cooperation Authority (City of Philadelphia Funding Program); Series                             | 5.00%    | 06/15/21 | 3,000     | 3,594,120    |

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2009, Ref. Special Tax RB<sup>(d)</sup>

|                                                                                                                                            |       |          |     |            |
|--------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|-----|------------|
| Washington (County of) Redevelopment Authority (Victory Centre Tanger Outlet Development); Series 2006 A, Tax Allocation RB <sup>(k)</sup> | 5.45% | 07/01/35 | 950 | 976,496    |
|                                                                                                                                            |       |          |     | 17,297,754 |

**Puerto Rico 0.49%**

|                                                                                            |       |          |        |           |
|--------------------------------------------------------------------------------------------|-------|----------|--------|-----------|
| Puerto Rico Sales Tax Financing Corp.; Series 2007 A, CAB RB (INS-AMBAC) <sup>(b)(c)</sup> | 0.00% | 08/01/54 | 20,000 | 1,770,600 |
|--------------------------------------------------------------------------------------------|-------|----------|--------|-----------|

**Rhode Island 0.24%**

|                                                                    |       |          |     |         |
|--------------------------------------------------------------------|-------|----------|-----|---------|
| Tobacco Settlement Financing Corp.; Series 2002 A, Asset-Backed RB | 6.25% | 06/01/42 | 835 | 860,050 |
|--------------------------------------------------------------------|-------|----------|-----|---------|

**South Carolina 1.82%**

|                                                                                                                                       |       |          |       |           |
|---------------------------------------------------------------------------------------------------------------------------------------|-------|----------|-------|-----------|
| Georgetown (County of) (International Paper Co.); Series 2000 A, Ref. Environmental Improvement RB                                    | 5.95% | 03/15/14 | 700   | 731,941   |
| Myrtle Beach (City of) (Myrtle Beach Air Force Base); Series 2006 A, Tax Increment Allocation RB                                      | 5.25% | 10/01/26 | 885   | 814,589   |
| Series 2006 A, Tax Increment Allocation RB                                                                                            | 5.30% | 10/01/35 | 2,000 | 1,756,240 |
| South Carolina (State of) Jobs-Economic Development Authority (The Woodlands at Furman); Series 2012, Ref. RB                         | 6.00% | 11/15/42 | 1,087 | 713,854   |
| Series 2012, Ref. Sub. CAB RB <sup>(c)</sup>                                                                                          | 0.00% | 11/15/47 | 466   | 466       |
| South Carolina (State of) Jobs-Economic Development Authority (Wesley Commons); Series 2006, Ref. First Mortgage Health Facilities RB | 5.13% | 10/01/26 | 1,000 | 1,009,080 |
| Series 2006, Ref. First Mortgage Health Facilities RB                                                                                 | 5.30% | 10/01/36 | 1,500 | 1,502,250 |
|                                                                                                                                       |       |          |       | 6,528,420 |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.



|                                                                                                                                                                       | Interest | Maturity | Principal |            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|------------|
|                                                                                                                                                                       | Rate     | Date     | Amount    | Value      |
|                                                                                                                                                                       |          |          | (000)     |            |
| <b>South Dakota 0.28%</b>                                                                                                                                             |          |          |           |            |
| Sioux Falls (City of) (Dow Rummel Village); Series 2006, Ref. Health Facilities RB                                                                                    | 5.00%    | 11/15/33 | \$ 1,000  | \$ 983,460 |
| <b>Tennessee 2.37%</b>                                                                                                                                                |          |          |           |            |
| Johnson City (City of) Health & Educational Facilities Board (Mountain States Health Alliance); Series 2006 A, First Mortgage Hospital RB                             | 5.50%    | 07/01/31 | 2,000     | 2,135,760  |
| Shelby (County of) Health, Educational & Housing Facilities Board (The Village at Germantown); Series 2003 A, Residential Care Facility Mortgage RB <sup>(i)(j)</sup> | 7.25%    | 12/01/13 | 2,500     | 2,630,275  |
| Series 2006, Residential Care Facility Mortgage RB <sup>(i)(j)</sup>                                                                                                  | 6.25%    | 12/01/16 | 450       | 515,007    |
| Shelby (County of) Health, Educational & Housing Facilities Board (Trezevant Manor); Series 2006 A, RB                                                                | 5.75%    | 09/01/37 | 2,000     | 2,013,220  |
| Trenton (City of) Health & Educational Facilities Board (RHA/Trenton MR, Inc.); Series 2009, RB                                                                       | 9.25%    | 04/01/39 | 1,000     | 1,204,430  |
|                                                                                                                                                                       |          |          |           | 8,498,692  |
| <b>Texas 10.49%</b>                                                                                                                                                   |          |          |           |            |
| Alliance Airport Authority, Inc. (Federal Express Corp.); Series 2006, Ref. Special Facilities RB <sup>(a)</sup>                                                      | 4.85%    | 04/01/21 | 1,200     | 1,293,888  |
| Austin Convention Enterprises, Inc.; Series 2006 B, Ref. Second Tier Convention Center RB <sup>(e)</sup>                                                              | 5.75%    | 01/01/34 | 1,100     | 1,148,730  |
| Capital Area Cultural Education Facilities Finance Corp. (The Roman Catholic Diocese of Austin); Series 2005 B, RB                                                    | 6.13%    | 04/01/45 | 1,000     | 1,134,990  |
| Central Texas Regional Mobility Authority; Series 2011, Sub. Lien RB                                                                                                  | 6.75%    | 01/01/41 | 1,000     | 1,170,260  |
| Clifton Higher Education Finance Corp. (Uplift Education); Series 2010 A, Education RB                                                                                | 6.25%    | 12/01/45 | 1,000     | 1,175,710  |
| Decatur (City of) Hospital Authority (Wise Regional Health System); Series 2004 A, RB                                                                                 | 7.13%    | 09/01/34 | 1,750     | 1,847,825  |
| HFDC of Central Texas, Inc. (Sears Tyler Methodist); Series 2009 A, RB                                                                                                | 7.75%    | 11/15/44 | 1,000     | 749,190    |
| HFDC of Central Texas, Inc.; Series 2006 A, Retirement Facilities RB                                                                                                  | 5.75%    | 11/01/36 | 1,000     | 1,018,770  |
| Houston (City of) (Continental Airlines, Inc.); Series 2001 E, Airport System Special Facilities RB <sup>(a)</sup>                                                    | 6.75%    | 07/01/21 | 1,000     | 1,003,960  |
| Series 2001 E, Airport System Special Facilities RB <sup>(a)</sup>                                                                                                    | 6.75%    | 07/01/29 | 500       | 502,170    |
| Series 2011 A, Ref. Airport System Special Facilities RB <sup>(a)</sup>                                                                                               | 6.63%    | 07/15/38 | 1,000     | 1,118,790  |
| Houston Health Facilities Development Corp. (Buckingham Senior Living Community); Series 2004 A, Retirement Facilities RB <sup>(i)(j)</sup>                           | 7.13%    | 02/15/14 | 1,000     | 1,074,900  |
| Houston Higher Education Finance Corp. (Cosmos Foundation, Inc.); Series 2011 A, RB                                                                                   | 6.88%    | 05/15/41 | 1,000     | 1,270,170  |
| La Vernia Higher Education Finance Corp. (Amigos Por Vida Friends for Life); Series 2008, RB                                                                          | 6.25%    | 02/15/26 | 1,465     | 1,511,177  |



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|                                                                                                                                                       |        |          |       |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|--------|----------|-------|------------|
| La Vernia Higher Education Finance Corp. (Knowledge is Power Program, Inc.); Series 2009 A, RB                                                        | 6.25%  | 08/15/39 | 1,000 | 1,166,650  |
| Lubbock Health Facilities Development Corp. (Carillon Senior LifeCare Community); Series 2005 A, Ref. First Mortgage RB                               | 6.50%  | 07/01/26 | 2,500 | 2,642,975  |
| North Texas Tollway Authority; Series 2008 A, Ref. First Tier System RB (INS-BHAC) <sup>(b)(d)</sup>                                                  | 5.75%  | 01/01/48 | 3,000 | 3,515,850  |
| Series 2011 B, Special Project System CAB RB <sup>(c)</sup>                                                                                           | 0.00%  | 09/01/37 | 7,000 | 2,062,620  |
| Red River Health Facilities Development Corp. (MRC the Crossings); Series 2012, Continuing Care Retirement Community BAN <sup>(e)</sup>               | 12.00% | 12/14/17 | 825   | 820,685    |
| San Antonio Convention Hotel Finance Corp. (Empowerment Zone); Series 2005 A, Contract RB (INS-AMBAC) <sup>(a)(b)</sup>                               | 5.00%  | 07/15/39 | 1,000 | 1,006,740  |
| Sanger Industrial Development Corp. (Texas Pellets); Series 2012 B, RB <sup>(a)</sup>                                                                 | 8.00%  | 07/01/38 | 1,000 | 1,072,550  |
| Tarrant County Cultural Education Facilities Finance Corp. (Mirador); Series 2010 A, Retirement Facility RB                                           | 8.13%  | 11/15/39 | 1,000 | 1,128,830  |
| Tarrant County Cultural Education Facilities Finance Corp. (Stayton at Museum Way); Series 2009 A, Retirement Facility RB                             | 8.25%  | 11/15/44 | 1,000 | 1,125,050  |
| Texas (State of) Turnpike Authority (Central Texas Turnpike System); Series 2002, CAB RB (INS-AMBAC) <sup>(b)(c)</sup>                                | 0.00%  | 08/15/33 | 4,160 | 1,240,928  |
| Texas Private Activity Bond Surface Transportation Corp. (LBJ Infrastructure); Series 2010, Sr. Lien RB                                               | 7.00%  | 06/30/40 | 1,000 | 1,216,070  |
| Texas Private Activity Bond Surface Transportation Corp. (NTE Mobility Partners LLC North Tarrant Express Management Lanes); Series 2009, Sr. Lien RB | 6.88%  | 12/31/39 | 1,000 | 1,195,570  |
| Texas State Public Finance Authority Charter School Finance Corp. (Odyssey Academy, Inc.); Series 2010 A, Education RB                                | 7.13%  | 02/15/40 | 1,000 | 1,137,050  |
| Travis County Health Facilities Development Corp. (Westminster Manor); Series 2010, RB                                                                | 7.00%  | 11/01/30 | 1,000 | 1,201,270  |
| Tyler Health Facilities Development Corp. (Mother Frances Hospital Regional Health Care Center); Series 2007, Ref. Hospital RB                        | 5.00%  | 07/01/33 | 1,000 | 1,048,580  |
|                                                                                                                                                       |        |          |       | 37,601,948 |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

|                                                                                                                                                                 |          |          | Principal |              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|-----------|--------------|
|                                                                                                                                                                 | Interest | Maturity | Amount    |              |
|                                                                                                                                                                 | Rate     | Date     | (000)     | Value        |
| <b>Utah 0.30%</b>                                                                                                                                               |          |          |           |              |
| Utah (State of) Charter School Finance Authority (North Davis Preparatory Academy); Series 2010, Charter School RB                                              | 6.38%    | 07/15/40 | \$ 1,000  | \$ 1,090,040 |
| <b>Virginia 1.04%</b>                                                                                                                                           |          |          |           |              |
| Lexington (City of) Industrial Development Authority (Kendal at Lexington); Series 2007 A, Residential Care Facilities Mortgage RB                              | 5.50%    | 01/01/37 | 1,050     | 1,069,908    |
| Peninsula Town Center Community Development Authority; Series 2007, Special Obligation RB                                                                       | 6.45%    | 09/01/37 | 226       | 244,184      |
| Virginia (State of) Small Business Financing Authority (Elizabeth River Crossings Opco, LLC); Series 2012, Sr. Lien RB <sup>(a)</sup>                           | 5.50%    | 01/01/42 | 1,000     | 1,107,690    |
| Virginia (State of) Small Business Financing Authority (Hampton Roads Proton Beam Therapy Institute at Hampton University, LLC); Series 2009, RB <sup>(e)</sup> | 9.00%    | 07/01/39 | 1,200     | 1,299,684    |
|                                                                                                                                                                 |          |          |           | 3,721,466    |
| <b>Washington 2.30%</b>                                                                                                                                         |          |          |           |              |
| King (County of) Public Hospital District No. 4 (Snoqualmie Valley Hospital);                                                                                   |          |          |           |              |
| Series 2009, Ref. & Improvement Limited Tax GO Bonds                                                                                                            | 7.25%    | 12/01/38 | 1,000     | 1,031,790    |
| Series 2011, Ref. & Improvement Limited Tax GO Bonds                                                                                                            | 7.00%    | 12/01/40 | 1,000     | 1,112,590    |
| King (County of); Series 2011 B, Ref. Sewer RB <sup>(d)</sup>                                                                                                   | 5.00%    | 01/01/34 | 3,000     | 3,453,690    |
| Washington (State of) Health Care Facilities Authority (Central Washington Health Services Association); Series 2009, RB                                        | 7.00%    | 07/01/39 | 1,000     | 1,162,550    |
| Washington (State of) Health Care Facilities Authority (Seattle Cancer Care Alliance); Series 2009, RB                                                          | 7.38%    | 03/01/38 | 1,200     | 1,481,112    |
|                                                                                                                                                                 |          |          |           | 8,241,732    |
| <b>West Virginia 0.29%</b>                                                                                                                                      |          |          |           |              |
| West Virginia (State of) Hospital Finance Authority (Thomas Health System); Series 2008, RB                                                                     | 6.50%    | 10/01/38 | 1,000     | 1,040,690    |
| <b>Wisconsin 1.93%</b>                                                                                                                                          |          |          |           |              |
| Wisconsin (State of) Health & Educational Facilities Authority (Beaver Dam Community Hospitals, Inc.); Series 2004 A, RB                                        | 6.75%    | 08/15/34 | 1,250     | 1,282,252    |
| Wisconsin (State of) Health & Educational Facilities Authority (Prohealth Care, Inc. Obligated Group); Series 2009, RB                                          | 6.38%    | 02/15/29 | 1,500     | 1,772,310    |
| Wisconsin (State of) Health & Educational Facilities Authority (St. John's Community, Inc.); Series 2009 A, RB                                                  | 7.63%    | 09/15/39 | 1,000     | 1,156,770    |
| Wisconsin (State of) Health & Educational Facilities Authority (Wisconsin Illinois Senior Housing, Inc.); Series 2012, RB                                       | 5.88%    | 08/01/42 | 1,000     | 995,780      |
| Wisconsin (State of) Public Finance Authority (Glenridge Palmer Ranch); Series 2011 A, Continuing Care Retirement Community RB                                  | 8.25%    | 06/01/46 | 1,000     | 1,205,850    |

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|                                                                                                                                                                           |                |                             |     |                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------------------------|-----|-----------------------|
| Wisconsin (State of) Public Finance Authority (Voyager Foundation Inc.); Series 2012 A, Charter School RB                                                                 | 6.20%          | 10/01/42                    | 500 | 516,380               |
|                                                                                                                                                                           |                |                             |     | 6,929,342             |
| <b>TOTAL INVESTMENTS<sup>(1)</sup></b>                                                                                                                                    | <b>105.80%</b> | <b>(Cost \$353,444,571)</b> |     | <b>379,110,827</b>    |
| <b>FLOATING RATE NOTE OBLIGATIONS</b>                                                                                                                                     | <b>(6.51)%</b> |                             |     |                       |
| Notes with interest rates ranging from 0.11% to 0.23% at 02/28/13 and contractual maturities of collateral ranging from 06/15/21 to 06/15/50 (See Note 1H) <sup>(m)</sup> |                |                             |     | (23,325,000)          |
| <b>OTHER ASSETS LESS LIABILITIES</b>                                                                                                                                      | <b>0.71%</b>   |                             |     | <b>2,543,649</b>      |
| <b>NET ASSETS</b>                                                                                                                                                         | <b>100.00%</b> |                             |     | <b>\$ 358,329,476</b> |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

**17 Invesco Municipal Income Opportunities Trust**

Investment Abbreviations:

|       |                                         |
|-------|-----------------------------------------|
| ACA   | ACA Financial Guaranty Corp.            |
| AGM   | Assured Guaranty Municipal Corp.        |
| AMBAC | American Municipal Bond Assurance Corp. |
| BAN   | Bond Anticipation Notes                 |
| BHAC  | Berkshire Hathaway Assurance Corp.      |
| CAB   | Capital Appreciation Bonds              |
| COP   | Certificates of Participation           |
| GO    | General Obligation                      |
| IDR   | Industrial Development Revenue Bonds    |
| INS   | Insurer                                 |
| LOC   | Letter of Credit                        |
| MFH   | Multi-Family Housing                    |
| NATL  | National Public Finance Guarantee Corp. |
| PCR   | Pollution Control Revenue Bonds         |
| PILOT | Payment-in-Lieu-of-Tax                  |
| RB    | Revenue Bonds                           |
| Ref.  | Refunding                               |
| RN    | Revenue Notes                           |
| Sec.  | Secured                                 |
| SGI   | Syncora Guarantee, Inc.                 |
| Sr.   | Senior                                  |
| Sub.  | Subordinated                            |
| VRD   | Variable Rate Demand                    |

Notes to Schedule of Investments:

- (a) Security subject to the alternative minimum tax.
- (b) Principal and/or interest payments are secured by the bond insurance company listed.
- (c) Zero coupon bond issued at a discount.
- (d) Underlying security related to Dealer Trusts entered into by the Trust. See Note 1H.
- (e) Security purchased or received in a transaction exempt from registration under the Securities Act of 1933, as amended (the "1933 Act"). The security may be resold pursuant to an exemption from registration under the 1933 Act, typically to qualified institutional buyers. The aggregate value of these securities at February 28, 2013 was \$8,641,008, which represented 2.41% of the Trust's Net Assets.
- (f) Demand security payable upon demand by the Trust at specified time intervals no greater than thirteen months. Interest rate is redetermined periodically. Rate shown is the rate in effect on February 28, 2013.
- (g) Principal and interest payments are fully enhanced by a letter of credit from the bank listed or a predecessor bank, branch or subsidiary.
- (h) Defaulted security. Currently, the issuer is partially or fully in default with respect to interest payments. The aggregate value of these securities at February 28, 2013 was \$3,762,347, which represented 1.05% of the Trust's Net Assets.
- (i) Security has an irrevocable call by the issuer or mandatory put by the holder. Maturity date reflects such call or put.
- (j) Advance refunded; secured by an escrow fund of U.S. Government obligations or other highly rated collateral.
- (k) Interest or dividend rate is redetermined periodically. Rate shown is the rate in effect on February 28, 2013.
- (l)

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Entities may either issue, guarantee, back or otherwise enhance the credit quality of a security. The entities are not primarily responsible for the issuer's obligation but may be called upon to satisfy issuers obligations. No concentration of any single entity was greater than 5%.

<sup>(m)</sup> Floating rate note obligations related to securities held. The interest rates shown reflect the rates in effect at February 28, 2013. At February 28, 2013, the Trust's investments with a value of \$43,132,193 are held by Dealer Trusts and serve as collateral for the \$23,325,000 in the floating rate note obligations outstanding at that date.

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

**18                      Invesco Municipal Income Opportunities Trust**

**Statement of Assets and Liabilities**

February 28, 2013

**Assets:**

|                                                                   |                |
|-------------------------------------------------------------------|----------------|
| Investments, at value (Cost \$353,444,571)                        | \$ 379,110,827 |
| Receivable for:                                                   |                |
| Investments sold                                                  | 45,000         |
| Interest                                                          | 5,512,461      |
| Fund expenses absorbed                                            | 88,400         |
| Investment for trustee deferred compensation and retirement plans | 26,521         |
| Total assets                                                      | 384,783,209    |

**Liabilities:**

|                                                    |                |
|----------------------------------------------------|----------------|
| Floating rate note obligations                     | 23,325,000     |
| Payable for:                                       |                |
| Amount due custodian                               | 2,809,612      |
| Accrued other operating expenses                   | 82,196         |
| Accrued trustees and officers fees and benefits    | 3,330          |
| Trustee deferred compensation and retirement plans | 233,595        |
| Total liabilities                                  | 26,453,733     |
| Net assets applicable to shares outstanding        | \$ 358,329,476 |

**Net assets consist of:**

|                                        |                |
|----------------------------------------|----------------|
| Shares of beneficial interest          | \$ 383,965,750 |
| Undistributed net investment income    | 820,528        |
| Undistributed net realized gain (loss) | (52,123,058)   |
| Unrealized appreciation                | 25,666,256     |
|                                        | \$ 358,329,476 |

**Shares outstanding, no par value,  
with an unlimited number of shares authorized:**

|                           |            |
|---------------------------|------------|
| Shares outstanding        | 47,425,494 |
| Net asset value per share | \$ 7.56    |
| Market value per share    | \$ 7.26    |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

**Statement of Operations***For the year ended February 28, 2013***Investment income:**

|          |               |
|----------|---------------|
| Interest | \$ 15,671,922 |
|----------|---------------|

**Expenses:**

|                                           |            |
|-------------------------------------------|------------|
| Advisory fees                             | 1,361,341  |
| Administrative services fees              | 57,831     |
| Custodian fees                            | 6,846      |
| Interest, facilities and maintenance fees | 142,298    |
| Transfer agent fees                       | 12,738     |
| Trustees and officers fees and benefits   | 38,400     |
| Registration and filing fees              | 155,768    |
| Other                                     | 153,040    |
| Total expenses                            | 1,928,262  |
| Less: Fees waived                         | (88,400)   |
| Net expenses                              | 1,839,862  |
| Net investment income                     | 13,832,060 |

**Realized and unrealized gain (loss) from:**

|                                                                |               |
|----------------------------------------------------------------|---------------|
| Net realized gain (loss) from investment securities            | (1,751,365)   |
| Change in net unrealized appreciation of investment securities | 13,998,604    |
| Net realized and unrealized gain                               | 12,247,239    |
| Net increase in net assets resulting from operations           | \$ 26,079,299 |

See accompanying Notes to Financial Statements which are an integral part of the financial statements.

**Statement of Changes in Net Assets**

For the years ended February 28, 2013 and February 29, 2012

|                                                                                                     | 2013           | 2012           |
|-----------------------------------------------------------------------------------------------------|----------------|----------------|
| <b>Operations:</b>                                                                                  |                |                |
| Net investment income                                                                               | \$ 13,832,060  | \$ 8,095,848   |
| Net realized gain (loss)                                                                            | (1,751,365)    | (1,997,358)    |
| Change in net unrealized appreciation                                                               | 13,998,604     | 16,445,098     |
| Net increase in net assets resulting from operations                                                | 26,079,299     | 22,543,588     |
| Distributions to shareholders from net investment income                                            | (14,079,658)   | (8,240,599)    |
| Increase from transactions in common shares of beneficial interest                                  | 206,250,162    |                |
| Net increase in net assets                                                                          | 218,249,803    | 14,302,989     |
| <b>Net assets:</b>                                                                                  |                |                |
| Beginning of year                                                                                   | 140,079,673    | 125,776,684    |
| End of year (includes undistributed net investment income of \$820,528 and \$931,100, respectively) | \$ 358,329,476 | \$ 140,079,673 |

**Notes to Financial Statements**

February 28, 2013

**NOTE 1 Significant Accounting Policies**

Invesco Municipal Income Opportunities Trust (the Trust) is a Delaware statutory trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. Prior to August 27, 2012, the Trust was organized as a Massachusetts business trust.

The Trust's investment objective is to seek to provide a high level of current income which is exempt from federal income tax.

The following is a summary of the significant accounting policies followed by the Trust in the preparation of its financial statements.

**A. Security Valuations** Securities, including restricted securities, are valued according to the following policy. Securities are fair valued using an evaluated quote provided by an independent pricing service approved by the Board of Trustees. Evaluated quotes provided by the pricing service may be determined without exclusive reliance on quoted prices, and may reflect appropriate factors such as institution-size trading in similar groups of securities, developments related to specific securities, dividend rate (for unlisted equities), yield (for debt obligations), quality, type of issue, coupon rate (for debt obligations), maturity (for debt obligations), individual trading characteristics and other market data. Debt obligations are subject to interest rate and credit risks. In addition, all debt obligations involve some risk of default with respect to interest and/or principal payments.

Securities for which market quotations either are not readily available or became unreliable are valued at fair value as determined in good faith by or under the supervision of the Trust's officers following procedures approved by the Board of Trustees. Some of the factors which may be considered in determining fair value are fundamental analytical data relating to the investment; the nature and duration of any restrictions on transferability or disposition; trading in similar securities by the same issuer or comparable companies; relevant political, economic or issuer specific news;



and other relevant factors under the circumstances.

Valuations change in response to many factors including the historical and prospective earnings of the issuer, the value of the issuer's assets, general economic conditions, interest rates, investor perceptions and market liquidity. Because of the inherent uncertainties of valuation, the values reflected in the financial statements may materially differ from the value received upon actual sale of those investments.

**B. Securities Transactions and Investment Income** Securities transactions are accounted for on a trade date basis. Realized gains or losses on sales are computed on the basis of specific identification of the securities sold. Interest income is recorded on the accrual basis from settlement date. Dividend income (net of withholding tax, if any) is recorded on the ex-dividend date. Bond premiums and discounts are amortized and/or accreted for financial reporting purposes.

The Trust may periodically participate in litigation related to Trust investments. As such, the Trust may receive proceeds from litigation settlements. Any proceeds received are included in the Statement of Operations as realized gain (loss) for investments no longer held and as unrealized gain (loss) for investments still held.

Brokerage commissions and mark ups are considered transaction costs and are recorded as an increase to the cost basis of securities purchased and/or a reduction of proceeds on a sale of securities. Such transaction costs are included in the determination of net realized and unrealized gain (loss) from investment securities reported in the Statement of Operations and the Statement of Changes in Net Assets and the net realized and unrealized gains (losses) on securities per share in the Financial Highlights. Transaction costs are included in the calculation of the Trust's net asset value and, accordingly, they reduce the Trust's total returns. These transaction costs are not considered operating expenses and are not reflected in net investment income reported in the Statement of Operations and Statement of Changes in Net Assets, or the net investment income per share and ratios of expenses and net investment income reported in the Financial Highlights, nor are they limited by any expense limitation arrangements between the Trust and the investment adviser.

- C. Country Determination** For the purposes of making investment selection decisions and presentation in the Schedule of Investments, the investment adviser may determine the country in which an issuer is located and/or credit risk exposure based on various factors. These factors include the laws of the country under which the issuer is organized, where the issuer maintains a principal office, the country in which the issuer derives 50% or more of its total revenues and the country that has the primary market for the issuer's securities, as well as other criteria. Among the other criteria that may be evaluated for making this determination are the country in which the issuer maintains 50% or more of its assets, the type of security, financial guarantees and enhancements, the nature of the collateral and the sponsor organization. Country of issuer and/or credit risk exposure has been determined to be the United States of America, unless otherwise noted.
- D. Distributions** Distributions from income are declared and paid monthly. Distributions from net realized capital gain, if any, are generally declared and paid annually and recorded on the ex-dividend date.
- E. Federal Income Taxes** The Trust intends to comply with the requirements of Subchapter M of the Internal Revenue Code necessary to qualify as a regulated investment company and to distribute substantially all of the Trust's taxable earnings to shareholders. As such, the Trust will not be subject to federal income taxes on otherwise taxable income (including net realized capital gain) that is distributed to shareholders. Therefore, no provision for federal income taxes is recorded in the financial statements.

In addition, the Trust intends to invest in such municipal securities to allow it to qualify to pay shareholders' exempt dividends, as defined in the Internal Revenue Code.

The Trust files tax returns in the U.S. Federal jurisdiction and certain other jurisdictions. Generally, the Trust is subject to examinations by such taxing authorities for up to three years after the filing of the return for the tax period.

- F. Accounting Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period including estimates and assumptions related to taxation. Actual results could differ from those estimates by a significant amount. In addition, the Trust monitors for material events or transactions that may occur or become known after the period-end date and before the date the financial statements are released to print.
- G. Indemnifications** Under the Trust's organizational documents, each Trustee, officer, employee or other agent of the Trust is indemnified against certain liabilities that may arise out of the performance of their duties to the Trust. Additionally, in the normal course of business, the Trust enters into contracts, including the Trust's servicing agreements, that contain a variety of indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred. The risk of material loss as a result of such indemnification claims is considered remote.
- H. Floating Rate Note Obligations** The Trust invests in inverse floating rate securities, such as Residual Interest Bonds (RIBs) or Tender Option Bonds (TOBs) for investment purposes and to enhance the yield of the Trust. Inverse floating rate investments tend to underperform the market for fixed rate bonds in a rising interest rate environment, but tend to outperform the market for fixed rate bonds when interest rates decline or remain relatively stable. Such transactions may be purchased in the secondary market without first owning the underlying bond or by the sale of fixed rate bonds by the Trust to special purpose trusts established by a broker dealer (Dealer Trusts) in exchange for cash and residual interests in the Dealer Trusts' assets and cash flows, which are in the form of inverse floating rate securities. The Dealer Trusts finance the purchases of the fixed rate bonds by issuing floating rate notes to third parties and allowing the Trust to retain residual interests in the bonds. The floating rate notes issued by the Dealer Trusts have interest rates that reset weekly and the floating rate note holders have the option to tender their notes to the Dealer Trusts for redemption at par at each reset date. The residual interests held by the Trust (inverse floating rate investments) include the right of the Trust (1) to cause the holders of the floating rate notes to tender their notes at par at the next interest rate reset date, and (2) to transfer the municipal bond from the Dealer Trusts to the Trust, thereby collapsing the Dealer Trusts.

TOBs are presently classified as private placement securities. Private placement securities are subject to restrictions on resale because they have not been registered under the Securities Act of 1933, as amended, or are otherwise not readily marketable. As a result of the absence of a public trading market for these securities, they may be less liquid than publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realized from these sales could be less than those originally paid by the Trust or less than what may be considered the fair value of such securities.

The Trust accounts for the transfer of bonds to the Dealer Trusts as secured borrowings, with the securities transferred remaining in the Trust's investment assets, and the related floating rate notes reflected as Trust liabilities under the caption *Floating rate note obligations* on the Statement of Assets and Liabilities. The Trust records the interest income from the fixed rate bonds under the caption *Interest* and records the expenses related to floating rate obligations and any administrative expenses of the Dealer Trusts as a component of *Interest, facilities and maintenance fees* on the Statement of Operations.

The Trust generally invests in inverse floating rate securities that include embedded leverage, thus exposing the Trust to greater risks and increased costs. The primary risks associated with inverse floating rate securities are varying degrees of liquidity and the changes in the value of such securities in response to changes in market rates of interest to a greater extent than the value of an equal principal amount of a fixed rate security having similar credit quality, redemption provisions and maturity which may cause the Trust's net asset value to be more volatile than if it had not invested in inverse floating rate securities. In certain instances, the short-term floating rate interests created by the special purpose trust may not be able to be sold to third parties or, in the case of holders tendering (or putting) such interests for repayment of principal, may not be able to be remarketed to third parties. In such cases, the special purpose trust holding the long-term fixed rate bonds may be collapsed. In the case of RIBs or TOBs created by the contribution of long-term fixed income bonds by the Trust, the Trust will then be required to repay the principal amount of the tendered securities. During times of market volatility, illiquidity or uncertainty, the Trust could be required to sell other portfolio holdings at a disadvantageous time to raise cash to meet that obligation.

**I. Interest, Facilities and Maintenance Fees** Interest, Facilities and Maintenance Fees include interest and related borrowing costs such as commitment fees and other expenses associated with lines of credit and interest and administrative expenses related to establishing and maintaining floating rate note obligations, if any.

**J. Other Risks** The value of, payment of interest on, repayment of principal for and the ability to sell a municipal security may be affected by constitutional amendments, legislative enactments, executive orders, administrative regulations, voter initiatives and the economics of the regions in which the issuers are located.

Since many municipal securities are issued to finance similar projects, especially those relating to education, health care, transportation and utilities, conditions in those sectors can affect the overall municipal securities market and a Trust's investments in municipal securities.

There is some risk that a portion or all of the interest received from certain tax-free municipal securities could become taxable as a result of determinations by the Internal Revenue Service.

## **NOTE 2 Advisory Fees and Other Fees Paid to Affiliates**

The Trust has entered into a master investment advisory agreement with Invesco Advisers, Inc. (the "Adviser" or "Invesco"). Effective September 25, 2012, under the terms of the investment advisory agreement, the Trust pays an advisory fee to the Adviser based on the annual rate of 0.55% of the Trust's average weekly managed assets. Prior to September 25, 2012, under the terms of the investment advisory agreement, the Trust paid an advisory fee to the Adviser based on the annual rate of 0.50% of the Trust's average weekly managed assets. Managed assets for this purpose means the Trust's net assets, plus assets attributable to outstanding preferred shares and the amount of any borrowings incurred for the purpose of leverage (whether or not such borrowed amounts are reflected in the Trust's financial statements for purposes of GAAP).

Under the terms of a master sub-advisory agreement between the Adviser and each of Invesco Asset Management Deutschland GmbH, Invesco Asset Management Limited, Invesco Asset Management (Japan) Limited, Invesco Australia Limited, Invesco Hong Kong Limited, Invesco Senior Secured Management, Inc. and Invesco Canada Ltd. (collectively, the "Affiliated Sub-Advisers") the Adviser, not the Trust, may pay 40% of the fees paid to the Adviser to any such Affiliated Sub-Adviser(s) that provide(s) discretionary investment management services to the Trust based on the percentage of assets allocated to such Sub-Adviser(s).

Effective August 27, 2012, the Adviser has contractually agreed, through at least August 31, 2014, to waive advisory fees and/or reimburse expenses to the extent necessary to limit the Trust's expenses (excluding certain items discussed below) to 0.67%. In determining the Adviser's obligation to waive advisory fees and/or reimburse expenses, the following expenses are not taken into account, and could cause the Trust's expenses to exceed the limit reflected above: (1) interest, facilities and maintenance fees; (2) taxes; (3) dividend expense on short sales; (4) extraordinary or non-routine items, including litigation expenses; and (5) expenses that the Trust has incurred but did not actually pay because of an expense offset arrangement. Unless the Board of Trustees and Invesco mutually agree to amend or continue the fee waiver agreement, it will terminate on August 31, 2014. For the period March 1, 2012 to June 30, 2012, the Adviser had contractually agreed to waive advisory fees and/or reimburse expenses to the extent necessary to limit the Trust's expenses to 0.73%.

For the year ended February 28, 2013, the Adviser waived advisory fees of \$88,400.

The Trust has entered into a master administrative services agreement with Invesco pursuant to which the Trust has agreed to pay Invesco for certain administrative costs incurred in providing accounting services to the Trust. For the year ended February 28, 2013, expenses incurred under these agreement are shown in the Statement of Operations as *Administrative services fees*.

Certain officers and trustees of the Trust are officers and directors of Invesco.

## **NOTE 3 Additional Valuation Information**

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, under current market conditions. GAAP establishes a hierarchy that prioritizes the inputs to valuation methods giving the highest priority to readily available unadjusted quoted prices in an active market for identical assets (Level 1) and the lowest priority to significant unobservable inputs (Level 3) generally when market prices are not readily available or are unreliable. Based on the valuation inputs, the securities or other investments are tiered into one of three levels. Changes in valuation methods may result in transfers in or out of an investment's assigned level:

- Level 1 Prices are determined using quoted prices in an active market for identical assets.
- Level 2 Prices are determined using other significant observable inputs. Observable inputs are inputs that other market participants may use in pricing a security. These may include quoted prices for similar securities, interest rates, prepayment speeds, credit risk, yield curves, loss severities, default rates, discount rates, volatilities and others.
- Level 3 Prices are determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Trust's own assumptions about the factors market participants would use in determining fair value of the securities or instruments and would be based on the best available information.

As of February 28, 2013, all of the securities in this Trust were valued based on Level 2 inputs (see the Schedule of Investments for security categories). The level assigned to the securities valuations may not be an indication of the risk or liquidity associated with investing in those securities. Because of the inherent uncertainties of valuation, the values reflected in the financial statements may materially differ from the value received upon actual sale of those investments.

#### **NOTE 4 Trustees and Officers Fees and Benefits**

Trustees' and Officers' Fees and Benefits include amounts accrued by the Trust to pay remuneration to certain Trustees and Officers of the Trust. Trustees have the option to defer compensation payable by the Trust, and Trustees' and Officers' Fees and Benefits also include amounts accrued by the Trust to fund such deferred compensation amounts. Those Trustees who defer compensation have the option to select various Invesco Trusts in which their deferral accounts shall be deemed to be invested. Finally, certain current Trustees are eligible to participate in a retirement plan that provides for benefits to be paid upon retirement to Trustees over a period of time based on the number of years of service. The Trust may have certain former Trustees who also participate in a retirement plan and receive benefits under such plan. Trustees' and Officers' Fees and Benefits include amounts accrued by the Trust to fund such retirement benefits. Obligations under the deferred compensation and retirement plans represent unsecured claims against the general assets of the Trust.

**NOTE 5 Cash Balances and Borrowings**

The Trust is permitted to temporarily carry a negative or overdrawn balance in its account with State Street Bank and Trust Company, the custodian bank. Such balances, if any at period end, are shown in the Statement of Assets and Liabilities under the payable caption *Amount due custodian*. To compensate the custodian bank for such overdrafts, the overdrawn Trust may either (1) leave funds as a compensating balance in the account so the custodian bank can be compensated by earning the additional interest; or (2) compensate by paying the custodian bank at a rate agreed upon by the custodian bank and Invesco, not to exceed the contractually agreed upon rate.

Inverse floating rate obligations resulting from the transfer of bonds to Dealer Trusts are accounted for as secured borrowings. The average floating rate notes outstanding and average annual interest and fees related to inverse floating rate note obligations during the year ended February 28, 2013 were \$18,861,538 and 0.75%, respectively.

**NOTE 6 Distributions to Shareholders and Tax Components of Net Assets****Tax Character of Distributions to Shareholders Paid During the Years Ended February 28, 2013 and February 29, 2012:**

|                   | <b>2013</b>   | <b>2012</b>  |
|-------------------|---------------|--------------|
| Tax-exempt income | \$ 14,079,658 | \$ 8,240,599 |

**Tax Components of Net Assets at Period-End:**

|                                         | <b>2013</b>    |
|-----------------------------------------|----------------|
| Undistributed ordinary income           | \$ 730,982     |
| Net unrealized appreciation investments | 25,999,619     |
| Temporary book/tax differences          | (230,145)      |
| Post-October deferrals                  | (2,049,155)    |
| Capital loss carryforward               | (50,087,575)   |
| Shares of beneficial interest           | 383,965,750    |
| Total net assets                        | \$ 358,329,476 |

The difference between book-basis and tax-basis unrealized appreciation (depreciation) is due to differences in the timing of recognition of gains and losses on investments for tax and book purposes. The Trust's net unrealized appreciation difference is attributable primarily to TOBs, book to tax accretion and amortization differences and defaulted bonds.

The temporary book/tax differences are a result of timing differences between book and tax recognition of income and/or expenses. The Trust's temporary book/tax differences are the result of the trustee deferral of compensation and retirement plan benefits.

Capital loss carryforward is calculated and reported as of a specific date. Results of transactions and other activity after that date may affect the amount of capital loss carryforward actually available for the Trust to utilize. The Regulated Investment Company Modernization Act of 2010 (the Act) eliminated the eight-year carryover period for capital losses that arise in taxable years beginning after its enactment date of December 22, 2010. Consequently, these capital losses can be carried forward for an unlimited period. However, capital losses with an expiration period may not be used to offset capital gains until all net capital losses without an expiration date have been utilized. Additionally, post-enactment capital loss carryovers will retain their character as either short-term or long-term capital

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losses instead of as short-term capital losses as under prior law. The ability to utilize capital loss carryforward in the future may be limited under the Internal Revenue Code and related regulations based on the results of future transactions.

The Trust has a capital loss carryforward as of February 28, 2013, which expires as follows:

| <b>Expiration</b>         | <b>Capital Loss Carryforward*</b> |                  | <b>Total</b>  |
|---------------------------|-----------------------------------|------------------|---------------|
|                           | <b>Short-Term</b>                 | <b>Long-Term</b> |               |
| February 28, 2015         | \$ 623,926                        | \$               | \$ 623,926    |
| February 29, 2016         | 15,719,918                        |                  | 15,719,918    |
| February 28, 2017         | 11,373,118                        |                  | 11,373,118    |
| February 28, 2018         | 9,120,629                         |                  | 9,120,629     |
| February 28, 2019         | 3,761,358                         |                  | 3,761,358     |
| Not subject to expiration | 346,296                           | 9,142,330        | 9,488,626     |
|                           | \$ 40,945,245                     | \$ 9,142,330     | \$ 50,087,575 |

\*Capital loss carryforward as of the date listed above is reduced for limitations, if any, to the extent required by the Internal Revenue Code. To the extent that unrealized gains as of August 27, 2012, the date of reorganization of Invesco Municipal Income Opportunities Trust II and Invesco Municipal Income Opportunities Trust III into the Trust, are realized on securities held in each fund at such date of reorganization, the capital loss carryforward may be further limited for up to five years from the date of the reorganization.

**NOTE 7 Investment Securities**

The aggregate amount of investment securities (other than short-term securities, U.S. Treasury obligations and money market funds, if any) purchased and sold by the Trust during the year ended February 28, 2013 was \$34,841,433 and \$19,450,730, respectively. Cost of investments on a tax basis includes the adjustments for financial reporting purposes as of the most recently completed federal income tax reporting period-end.

**Unrealized Appreciation (Depreciation) of Investment Securities on a Tax Basis**

|                                                              |               |
|--------------------------------------------------------------|---------------|
| Aggregate unrealized appreciation of investment securities   | \$ 38,687,777 |
| Aggregate unrealized (depreciation) of investment securities | (12,688,158)  |
| Net unrealized appreciation of investment securities         | \$ 25,999,619 |

Cost of investments for tax purposes is \$353,111,208.

**NOTE 8 Reclassification of Permanent Differences**

Primarily as a result of differing book/tax treatment of capital loss carryforward expired, defaulted bonds, and income tax expense paid by the Trust, on February 28, 2013, undistributed net investment income was increased by \$188,774, undistributed net realized gain (loss) was increased by \$4,624,414 and shares of beneficial interest was decreased by \$4,813,189. Further, as a result of tax deferrals acquired in the reorganization of Invesco Municipal Income Opportunities Trust II and Invesco Municipal Income Opportunities Trust III into the Trust, undistributed net investment income was decreased by \$51,748, undistributed net realized gain (loss) was decreased by \$26,058,190 and shares of beneficial interest was increased by \$26,109,939. These reclassifications had no effect on the net assets of the Trust.

**NOTE 9 Common Shares of Beneficial Interest**

Transactions in common shares of beneficial interest were as follows:

|                                                       | <b>Year Ended</b>            |                              |
|-------------------------------------------------------|------------------------------|------------------------------|
|                                                       | <b>February 28,<br/>2013</b> | <b>February 29,<br/>2012</b> |
| Beginning Shares                                      | 19,620,474                   | 19,620,474                   |
| Issued in connection with acquisitions <sup>(a)</sup> | 27,805,020                   |                              |
| Ending Shares                                         | 47,425,494                   | 19,620,474                   |

<sup>(a)</sup> As of the open of business on August 27, 2012, the Trust acquired all the net assets of Invesco Municipal Income Opportunities Trust II and Invesco Municipal Income Opportunities Trust III (the Target Trusts) merged with and into the Trust pursuant to a plan of reorganization approved by the Trustees of the Trust on November 28, 2011 and by the shareholders of the Target Trusts on August 14, 2012. The reorganization was accomplished by a tax-free exchange of 27,805,020 shares of the Trust for 16,184,386 shares outstanding of Invesco Municipal Income Opportunities Trust II and 8,501,253 shares outstanding of Invesco Municipal Income Opportunities Trust III as of the close of business on August 24, 2012. Common shares of the Target Trusts were exchanged for the common shares of the Trust, based on the relative net asset value of the Target Trusts to the net asset value of the Trust on the close of business, August 24, 2012. Invesco Municipal Income Opportunities Trust II's net assets as of the close of business on August 24, 2012 of \$131,390,457, including \$7,488,962 of unrealized appreciation and Invesco



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Municipal Income Opportunities Trust III's net assets as of the close of business on August 24, 2012 of \$74,859,705, including \$3,993,130 of unrealized appreciation, were combined with those of the Trust. The net assets of the Trust immediately before the reorganization were \$145,494,861. The net assets immediately after the reorganization were \$351,745,023.

The pro forma results of operations for the year ended February 28, 2013 assuming the reorganization had been completed on March 1, 2012, the beginning of the annual reporting period are as follows:

|                                                |               |
|------------------------------------------------|---------------|
| Net investment income                          | \$ 19,291,022 |
| Net realized/unrealized gains                  | 20,378,545    |
| Change in net assets resulting from operations | \$ 39,669,567 |

The combined investment portfolios have been managed as a single integrated portfolio since the reorganization was completed, it is not practicable to separate the amounts of revenue and earnings of the Target Trusts that have been included in the Trust's Statement of Operations since August 27, 2012.

The Trust may, when appropriate, purchase shares in the open market or in privately negotiated transactions at a price not above market value or net asset value, whichever is lower at the time of purchase.

### NOTE 10 Dividends

The Trust declared the following dividends to shareholders from net investment income subsequent to February 28, 2013:

| Declaration Date | Amount per Share | Record Date    | Payable Date   |
|------------------|------------------|----------------|----------------|
| March 1, 2013    | \$ 0.035         | March 11, 2013 | March 28, 2013 |
| April 1, 2013    | \$ 0.035         | April 11, 2013 | April 30, 2013 |

**NOTE 11 Financial Highlights**

The following schedule presents financial highlights for a share of the Trust outstanding throughout the periods indicated.

|                                                                          | Year<br>ended<br>February 28,<br>2013 | Year<br>ended<br>February 29,<br>2012 | Nine months ended<br>February 28,<br>2011 | Years ended May 31,<br>2010 | 2009                 | 2008                    |
|--------------------------------------------------------------------------|---------------------------------------|---------------------------------------|-------------------------------------------|-----------------------------|----------------------|-------------------------|
| Net asset value,<br>beginning of period                                  | \$ 7.14                               | \$ 6.41                               | \$ 6.79                                   | \$ 5.90                     | \$ 7.38              | \$ 8.28                 |
| Net investment<br>income <sup>(a)</sup>                                  | 0.41                                  | 0.41                                  | 0.32                                      | 0.44                        | 0.45                 | 0.46                    |
| Net gains (losses) on<br>securities (both<br>realized and<br>unrealized) | 0.43                                  | 0.74                                  | (0.38)                                    | 0.87                        | (1.46)               | (0.87)                  |
| Total from<br>investment<br>operations                                   | 0.84                                  | 1.15                                  | (0.06)                                    | 1.31                        | (1.01)               | (0.41)                  |
| Less distributions<br>from net investment<br>income                      | (0.42)                                | (0.42)                                | (0.32)                                    | (0.42)                      | (0.47)               | (0.49)                  |
| Anti-dilutive effect<br>of shares<br>repurchased <sup>(a)</sup>          |                                       |                                       |                                           |                             | 0.00 <sup>(b)</sup>  | 0.00 <sup>(b)</sup>     |
| Net asset value, end<br>of period                                        | \$ 7.56                               | \$ 7.14                               | \$ 6.41                                   | \$ 6.79                     | \$ 5.90              | \$ 7.38                 |
| Market value, end of<br>period                                           | \$ 7.26                               | \$ 7.02                               | \$ 6.02                                   | \$ 6.51                     | \$ 5.67              | \$ 7.87                 |
| Total return at net<br>asset value <sup>(c)</sup>                        | 12.07%                                | 18.92%                                | (0.90)%                                   | 23.12%                      |                      |                         |
| Total return at<br>market value <sup>(d)</sup>                           | 9.47%                                 | 24.50%                                | (2.93)%                                   | 22.83%                      | (22.15)%             | (13.65)%                |
| Net assets, end of<br>period (000 s<br>omitted)                          | \$ 358,329                            | \$ 140,080                            | \$ 125,777                                | \$ 133,201                  | \$ 115,783           | \$ 144,960              |
| Portfolio turnover<br>rate <sup>(e)</sup>                                | 13%                                   | 22%                                   | 12%                                       | 13%                         | 15%                  | 35%                     |
| <b>Ratios/supplemental data based on average net assets:</b>             |                                       |                                       |                                           |                             |                      |                         |
| Ratio of expenses:                                                       |                                       |                                       |                                           |                             |                      |                         |
| With fee waivers<br>and/or expense<br>reimbursements                     | 0.73% <sup>(g)</sup>                  | 0.73%                                 | 0.72% <sup>(f)</sup>                      | 0.78%                       | 0.89% <sup>(h)</sup> | 0.95% <sup>(h)(i)</sup> |
| With fee waivers<br>and/or expense<br>reimbursements                     | 0.67% <sup>(g)</sup>                  | 0.68%                                 | 0.67% <sup>(f)</sup>                      | 0.73%                       | 0.73% <sup>(h)</sup> | 0.72% <sup>(h)(i)</sup> |

excluding interest,  
facilities and  
maintenance fees<sup>(j)</sup>

Without fee waivers  
and/or expense

|                |                      |       |                      |       |
|----------------|----------------------|-------|----------------------|-------|
| reimbursements | 0.77% <sup>(g)</sup> | 0.73% | 0.72% <sup>(f)</sup> | 0.78% |
|----------------|----------------------|-------|----------------------|-------|

Ratio of net

investment income

|                       |                      |       |                      |       |       |       |
|-----------------------|----------------------|-------|----------------------|-------|-------|-------|
| to average net assets | 5.50% <sup>(g)</sup> | 6.15% | 6.28% <sup>(f)</sup> | 6.90% | 7.25% | 5.89% |
|-----------------------|----------------------|-------|----------------------|-------|-------|-------|

Rebate from Morgan

|                   |  |  |  |  |                      |                      |
|-------------------|--|--|--|--|----------------------|----------------------|
| Stanley affiliate |  |  |  |  | 0.00% <sup>(k)</sup> | 0.00% <sup>(k)</sup> |
|-------------------|--|--|--|--|----------------------|----------------------|

<sup>(a)</sup> Calculated using average shares outstanding.

<sup>(b)</sup> Includes anti-dilutive effect of acquiring treasury shares of less than \$0.005.

<sup>(c)</sup> Includes adjustments in accordance with accounting principles generally accepted in the United States of America and as such, the net asset value for financial reporting purposes and the returns based upon those net asset values may differ from the net asset value and returns for shareholder transactions. Not annualized for periods less than one year, if applicable.

<sup>(d)</sup> Total return assumes an investment at the common share market price at the beginning of the period indicated, reinvestment of all distributions for the period in accordance with the Trust's dividend reinvestment plan, and sale of all shares at the closing common share market price at the end of the period indicated. Not annualized for periods less than one year, if applicable.

<sup>(e)</sup> Portfolio turnover is not annualized for periods less than one year, if applicable. For the period ended February 28, 2013, the portfolio turnover calculation excludes the value of securities purchased of \$188,960,770 and sold of \$14,007,508 in the effort to realign the Trust's portfolio holdings after the reorganization of Invesco Municipal Income Opportunities Trust II and Invesco Municipal Income Opportunities Trust III into the Trust.

<sup>(f)</sup> Annualized.

<sup>(g)</sup> Ratios are based on average daily net assets (000's) of \$251,441.

<sup>(h)</sup> The ratios reflect the rebate of certain Trust expenses in connection with investments in a Morgan Stanley affiliate during the period. The effect of the rebate on the ratios is disclosed in the above table as Rebate from Morgan Stanley affiliate.

<sup>(i)</sup> Does not reflect the effect of expense offset of 0.01%.

<sup>(j)</sup> For the years ended May 31, 2010 and prior, ratio does not exclude facilities and maintenance fees.

<sup>(k)</sup> Amount is less than 0.005%.

## **Report of Independent Registered Public Accounting Firm**

To the Board of Trustees and Shareholders of Invesco Municipal Income Opportunities Trust:

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations, of changes in net assets and of cash flows and the financial highlights present fairly, in all material respects, the financial position of Invesco Municipal Income Opportunities Trust (hereafter referred to as the Trust ) at February 28, 2013, the results of its operations and cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the two years in the period then ended, the period ended February 28, 2011 and the year ended May 31, 2010, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as financial statements ) are the responsibility of the Trust's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements 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. An audit 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, which included confirmation of securities at February 28, 2013 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion. The financial highlights of the Trust for the periods ended May 31, 2009 and prior were audited by another independent registered public accounting firm whose report dated July 28, 2009 expressed an unqualified opinion on those financial statements.

PRICEWATERHOUSECOOPERS LLP

April 26, 2013

Houston, Texas

## Tax Information

Form 1099-DIV, Form 1042-S and other year end tax information provide shareholders with actual calendar year amounts that should be included in their tax returns. Shareholders should consult their tax advisors.

The following distribution information is being provided as required by the Internal Revenue Code or to meet a specific state's requirement.

The Trust designates the following amounts or, if subsequently determined to be different, the maximum amount allowable for its fiscal year ended February 28, 2013:

| <b>Federal and State Income Tax</b>     |      |
|-----------------------------------------|------|
| Qualified Dividend Income*              | 0%   |
| Corporate Dividends Received Deduction* | 0%   |
| Tax-Exempt Interest Dividends*          | 100% |

\* The above percentages are based on ordinary income dividends paid to shareholders during the Trust's fiscal year.

## Proxy Results

An Annual Meeting ( Meeting ) of Shareholders of Invesco Municipal Income Opportunities Trust (the Fund ) was held on July 17, 2012 and was adjourned with respect to one proposal, until August 14, 2012 and further adjourned until September 25, 2012. The Meeting on September 25, 2012 was held for the following purpose:

(1) Approval of an amendment to the Fund's advisory agreement that increases the Fund's advisory fee.  
The September 25, 2012 voting results on the above matter were as follows:

| Matter                                                                                               | Votes For | Votes     |         | Broker<br>Non-Votes |
|------------------------------------------------------------------------------------------------------|-----------|-----------|---------|---------------------|
|                                                                                                      |           | Against   | Abstain |                     |
| (1) Approval of an amendment to the Fund's advisory agreement that increases the Fund's advisory fee | 9,186,122 | 1,916,509 | 325,850 | 2,084,626           |

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**Trustees and Officers**

The address of each trustee and officer is 1555 Peachtree Street, N.E., Atlanta, Georgia 30309. Generally, each trustee serves for a three year term or until his or her successor has been duly elected and qualified, and each officer serves for a one year term or until his or her successor has been duly elected and qualified. Column two below includes length of time served with predecessor entities, if any.

| <b>Name, Year of Birth and Position(s) Held with the Trust Interested Persons</b> | <b>Trustee and/or Officer Since</b> | <b>Principal Occupation(s) During Past 5 Years</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Number of Funds in Fund Complex Overseen by Trustee</b> | <b>Other Directorship(s) Held by Trustee During Past 5 Years</b> |
|-----------------------------------------------------------------------------------|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------------|
| Martin L. Flanagan <sup>1</sup> 1960<br>Trustee                                   | 2010                                | Executive Director, Chief Executive Officer and President, Invesco Ltd. (ultimate parent of Invesco and a global investment management firm); Advisor to the Board, Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.); Trustee, The Invesco Funds; Vice Chair, Investment Company Institute; and Member of Executive Board, SMU Cox School of Business<br><br>Formerly: Chairman and Chief Executive Officer, Invesco Advisers, Inc. (registered investment adviser); Director, Chairman, Chief Executive Officer and President, IVZ Inc. (holding company), INVESCO Group Services, Inc. (service provider) and Invesco North American Holdings, Inc. (holding company); Director, Chief Executive Officer and President, Invesco Holding Company Limited (parent of Invesco and a global investment management firm); Director, Invesco Ltd.; Chairman, Investment Company Institute and President, Co-Chief Executive Officer, | 124                                                        | None                                                             |

|                                                                                          |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |      |
|------------------------------------------------------------------------------------------|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|------|
| Philip A. Taylor <sup>2</sup> 1954<br>Trustee, President and Principal Executive Officer | 2010 | Co-President, Chief Operating Officer and Chief Financial Officer, Franklin Resources, Inc. (global investment management organization)<br>Head of North American Retail and Senior Managing Director, Invesco Ltd.; Director, Co-Chairman, Co-President and Co-Chief Executive Officer, Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.) (registered investment adviser); Director, Chairman, Chief Executive Officer and President, Invesco Management Group, Inc. (formerly known as Invesco Aim Management Group, Inc.) (financial services holding company); Director and President, INVESCO Funds Group, Inc. (registered investment adviser and registered transfer agent); Director and Chairman, Invesco Investment Services, Inc. (formerly known as Invesco Aim Investment Services, Inc.) (registered transfer agent) and IVZ Distributors, Inc. (formerly known as INVESCO Distributors, Inc.) (registered broker dealer); Director, President and Chairman, Invesco Inc. (holding company) and Invesco Canada Holdings Inc. (holding company); Chief Executive Officer, Invesco Corporate Class Inc. (corporate mutual fund company) and Invesco Canada Fund Inc. (corporate mutual fund company); Director, Chairman and Chief Executive Officer, Invesco Canada Ltd. (formerly known as Invesco Trimark Ltd./Invesco Trimark Ltée) (registered investment adviser and registered transfer agent); Trustee, President and Principal Executive Officer, The Invesco Funds (other than AIM Treasurer's Series Trust (Invesco Treasurer's Series Trust) and Short-Term Investments Trust); Trustee and Executive Vice | 124 | None |
|------------------------------------------------------------------------------------------|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|------|



President, The Invesco Funds (AIM Treasurer s Series Trust (Invesco Treasurer s Series Trust) and Short-Term Investments Trust only); Director, Invesco Investment Advisers LLC (formerly known as Van Kampen Asset Management); Director, Chief Executive Officer and President, Van Kampen Exchange Corp.

Formerly: Director and Chairman, Van Kampen Investor Services Inc.; Director, Chief Executive Officer and President, 1371 Preferred Inc. (holding company); and Van Kampen Investments Inc.; Director and President, AIM GP Canada Inc. (general partner for limited partnerships); and Van Kampen Advisors, Inc.; Director and Chief Executive Officer, Invesco Trimark Dealer Inc. (registered broker dealer); Director, Invesco Distributors, Inc. (formerly known as Invesco Aim Distributors, Inc.) (registered broker dealer); Manager, Invesco PowerShares Capital Management LLC; Director, Chief Executive Officer and President, Invesco Advisers, Inc.; Director, Chairman, Chief Executive Officer and President, Invesco Aim Capital Management, Inc.; President, Invesco Trimark Dealer Inc. and Invesco Trimark Ltd./Invesco Trimark Ltée; Director and President, AIM Trimark Corporate Class Inc. and AIM Trimark Canada Fund Inc.; Senior Managing Director, Invesco Holding Company Limited; Trustee and Executive Vice President, Tax-Free Investments Trust; Director and Chairman, Fund Management Company (former registered broker dealer); President and Principal Executive Officer, The Invesco Funds (AIM Treasurer s Series Trust

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|                                                     |      |                                                                                                                                                                                                                                                                                                                                               |     |                                                                                                                                                                                                                                             |
|-----------------------------------------------------|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Wayne W. Whalen <sup>3</sup><br>1939<br><br>Trustee | 2010 | (Invesco Treasurer s Series Trust), Short-Term Investments Trust and Tax-Free Investments Trust only); President, AIM Trimark Global Fund Inc. and AIM Trimark Canada Fund Inc.<br><br>Of Counsel, and prior to 2010, partner in the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, legal counsel to certain funds in the Fund Complex | 137 | Director of the Mutual Fund Directors Forum, a nonprofit membership organization for investment directors; Chairman and Director of the Abraham Lincoln Presidential Library Foundation; and Director of the Stevenson Center for Democracy |
|-----------------------------------------------------|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

<sup>1</sup> Mr. Flanagan is considered an interested person of the Trust because he is an officer of the adviser to the Trust, and an officer and a director of Invesco Ltd., ultimate parent of the adviser to the Trust.

<sup>2</sup> Mr. Taylor is considered an interested person of the Trust because he is an officer and a director of the adviser to, and a director of the principal underwriter of, the Trust.

<sup>3</sup> Mr. Whalen is considered an interested person (within the meaning of Section 2(a)(19) of the 1940 Act) of certain Funds in the Invesco Fund Complex because he and his firm currently provide legal services as legal counsel to such Funds.

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**Trustees and Officers (continued)**

| <b>Name, Year of Birth and Position(s) Held with the Trust</b> | <b>Trustee and/or Officer Since</b> | <b>Principal Occupation(s) During Past 5 Years</b>                                                                                                                                                                 | <b>Number of Funds in Fund Complex Overseen by Trustee</b> | <b>Other Directorship(s) Held by Trustee During Past 5 Years</b>                                                                              |
|----------------------------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Independent Trustees</b>                                    |                                     |                                                                                                                                                                                                                    |                                                            |                                                                                                                                               |
| Bruce L. Crockett 1944<br>Trustee and Chair                    | 2010                                | Chairman, Crockett Technologies Associates (technology consulting company)                                                                                                                                         | 124                                                        | ACE Limited (insurance company); and Investment Company Institute                                                                             |
|                                                                |                                     | Formerly: Director, Captaris (unified messaging provider); Director, President and Chief Executive Officer COMSAT Corporation; and Chairman, Board of Governors of INTELSAT (international communications company) |                                                            |                                                                                                                                               |
| David C. Arch 1945<br>Trustee                                  | 2010                                | Chairman and Chief Executive Officer of Blistex Inc., (consumer health care products manufacturer)                                                                                                                 | 137                                                        | Board member of the Illinois Manufacturers Association; Member of the Board of Visitors, Institute for the Humanities, University of Michigan |
|                                                                |                                     | Formerly: Member of the Heartland Alliance Advisory Board, a nonprofit organization serving human needs based in Chicago                                                                                           |                                                            |                                                                                                                                               |
| Frank S. Bayley 1939<br>Trustee                                | 2010                                | Retired                                                                                                                                                                                                            | 124                                                        | Director and Chairman, C.D. Stimson Company (a real estate investment company); Trustee and Overseer, The Curtis Institute of Music           |
|                                                                |                                     | Formerly: Director, Badgley Funds, Inc. (registered investment company) (2 portfolios) and General Partner and Of Counsel, law firm of Baker & McKenzie, LLP                                                       |                                                            |                                                                                                                                               |
| James T. Bunch 1942<br>Trustee                                 | 2010                                | Managing Member, Grumman Hill Group LLC (family office private equity management)                                                                                                                                  | 124                                                        | Chairman, Board of Governors, Western Golf Association;                                                                                       |

|                               |      |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |     |                                                                                                                                                                                                                                                                          |
|-------------------------------|------|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Rodney F. Dammeyer<br>Trustee | 1940 | 2010 | Formerly: Founder, Green, Manning & Bunch Ltd. (investment banking firm) (1988-2010); Executive Committee, United States Golf Association; and Director, Policy Studies, Inc. and Van Gilder Insurance Corporation<br>Chairman of CAC, LLC, (private company offering capital investment and management advisory services)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 124 | Chairman-elect, Evans Scholars Foundation; and Director, Denver Film Society<br><br>Director of Quidel Corporation and Stericycle, Inc.; Prior to May 2008, Trustee of The Scripps Research Institute; Prior to February 2008, Director of Ventana Medical Systems, Inc. |
| Albert R. Dowden<br>Trustee   | 1941 | 2010 | Formerly: Prior to 2001, Managing Partner at Equity Group Corporate Investments; Prior to 1995, Vice Chairman of Anixter International; Prior to 1985, experience includes Senior Vice President and Chief Financial Officer of Household International, Inc., Executive Vice President and Chief Financial Officer of Northwest Industries, Inc. and Partner of Arthur Andersen & Co.; From 1987 to 2010, Director/Trustee of investment companies in the Van Kampen Funds complex<br>Director of a number of public and private business corporations, including the Boss Group, Ltd. (private investment and management); Reich & Tang Funds (5 portfolios) (registered investment company); and Homeowners of America Holding Corporation/ Homeowners of America Insurance Company (property casualty company) | 124 | Director of Nature's Sunshine Products, Inc.                                                                                                                                                                                                                             |
|                               |      |      | Formerly: Director, Continental Energy Services, LLC (oil and gas pipeline service); Director, CompuDyne Corporation (provider of product and services to the                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |                                                                                                                                                                                                                                                                          |

|                    |      |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |     |                                                 |
|--------------------|------|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------------------------------------|
| Jack M. Fields     | 1952 | 2010 | <p>public security market) and Director, Annuity and Life Re (Holdings), Ltd. (reinsurance company); Director, President and Chief Executive Officer, Volvo Group North America, Inc.; Senior Vice President, AB Volvo; Director of various public and private corporations; Chairman, DHJ Media, Inc.; Director Magellan Insurance Company; and Director, The Hertz Corporation, Genmar Corporation (boat manufacturer), National Media Corporation; Advisory Board of Rotary Power International (designer, manufacturer, and seller of rotary power engines); and Chairman, Cortland Trust, Inc. (registered investment company) Chief Executive Officer, Twenty First Century Group, Inc. (government affairs company); Owner and Chief Executive Officer, Dos Angeles Ranch, L.P. (cattle, hunting, corporate entertainment); and Discovery Global Education Fund (non-profit)</p> | 124 | Inspirity, Inc. (formerly known as Administaff) |
| Trustee            |      |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |     |                                                 |
| Prema Mathai-Davis | 1950 | 2010 | <p>Formerly: Chief Executive Officer, Texana Timber LP (sustainable forestry company); Director of Cross Timbers Quail Research Ranch (non-profit); and member of the U.S. House of Representatives Retired</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 124 | None                                            |
| Trustee            |      |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |     |                                                 |
| Larry Soll         | 1942 | 2010 | <p>Formerly: Chief Executive Officer, YWCA of the U.S.A. Retired</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 124 | None                                            |
| Trustee            |      |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |     |                                                 |
|                    |      |      | <p>Formerly: Chairman, Chief Executive Officer and President, Synergen Corp. (a biotechnology company)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |                                                 |

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|                      |          |                                                                                                                                                                                                                                                                   |     |                                                                                                                                                                                                                                  |
|----------------------|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Hugo F. Sonnenschein | 19402010 | <p>Distinguished Service Professor and President Emeritus of the University of Chicago and the Adam Smith Distinguished Service Professor in the Department of Economics at the University of Chicago</p> <p>Formerly: President of the University of Chicago</p> | 137 | <p>Trustee of the University of Rochester and a member of its investment committee; Member of the National Academy of Sciences, the American Philosophical Society and a fellow of the American Academy of Arts and Sciences</p> |
| Trustee              |          |                                                                                                                                                                                                                                                                   |     |                                                                                                                                                                                                                                  |

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Invesco Municipal Income Opportunities Trust

**Trustees and Officers (continued)**

| <b>Name, Year of Birth and Position(s) Held with the Trust</b> | <b>Trustee and/ or Officer Since</b> | <b>Principal Occupation(s) During Past 5 Years</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>Number of Funds in Fund Complex Overseen by Trustee</b> | <b>Other Directorship(s) Held by Trustee During Past 5 Years</b> |
|----------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------------|
| <b>Independent Trustees (continued)</b>                        |                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                            |                                                                  |
| Raymond Stickel, Jr. 1944                                      | 2010                                 | Retired                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 124                                                        | None                                                             |
| Trustee                                                        |                                      | Formerly: Director, Mainstay VP Series Funds, Inc. (25 portfolios) and Partner, Deloitte & Touche                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                            |                                                                  |
| <b>Other Officers</b>                                          |                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                            |                                                                  |
| Russell C. Burk 1958                                           | 2010                                 | Senior Vice President and Senior Officer, The Invesco Funds                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | N/A                                                        | N/A                                                              |
| Senior Vice President and Senior Officer                       |                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                            |                                                                  |
| John M. Zerr 1962                                              | 2010                                 | Director, Senior Vice President, Secretary and General Counsel, Invesco Management Group, Inc. (formerly known as Invesco Aim Management Group, Inc.) and Van Kampen Exchange Corp.; Senior Vice President, Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.) (registered investment adviser); Senior Vice President and Secretary, Invesco Distributors, Inc. (formerly known as Invesco Aim Distributors, Inc.); Director, Vice President and Secretary, Invesco Investment Services, Inc. (formerly known as Invesco Aim Investment Services, Inc.) and IVZ Distributors, Inc. (formerly known as INVESCO Distributors, Inc.); Director and Vice President, INVESCO Funds Group, Inc.; Senior Vice President, Chief Legal Officer and Secretary, The Invesco Funds; Manager, Invesco PowerShares Capital Management LLC; Director, Secretary and General Counsel, Invesco Investment Advisers LLC (formerly known as Van Kampen Asset Management); Secretary and General Counsel, Invesco Capital Markets, Inc. (formerly known as | N/A                                                        | N/A                                                              |
| Senior Vice President, Chief Legal Officer and Secretary       |                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                            |                                                                  |

|                                                      |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |     |
|------------------------------------------------------|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
|                                                      |      | <p>Van Kampen Funds Inc.) and Chief Legal Officer, PowerShares Exchange-Traded Fund Trust, PowerShares Exchange-Traded Fund Trust II, PowerShares India Exchange-Traded Fund Trust and PowerShares Actively Managed Exchange-Traded Fund Trust</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |     |
|                                                      |      | <p>Formerly: Director and Vice President, Van Kampen Advisors Inc.; Director, Vice President, Secretary and General Counsel Van Kampen Investor Services Inc.; Director, Invesco Distributors, Inc. (formerly known as Invesco Aim Distributors, Inc.); Director, Senior Vice President, General Counsel and Secretary, Invesco Aim Advisers, Inc. and Van Kampen Investments Inc.; Director, Vice President and Secretary, Fund Management Company; Director, Senior Vice President, Secretary, General Counsel and Vice President, Invesco Aim Capital Management, Inc.; Chief Operating Officer and General Counsel, Liberty Ridge Capital, Inc. (an investment adviser); Vice President and Secretary, PBHG Funds (an investment company) and PBHG Insurance Series Fund (an investment company); Chief Operating Officer, General Counsel and Secretary, Old Mutual Investment Partners (a broker-dealer); General Counsel and Secretary, Old Mutual Fund Services (an administrator) and Old Mutual Shareholder Services (a shareholder servicing center); Executive Vice President, General Counsel and Secretary, Old Mutual Capital, Inc. (an investment adviser); and Vice President and Secretary, Old Mutual Advisors Funds (an investment company)</p> |     |     |
| <p>Karen Dunn<br/>Kelley 1960<br/>Vice President</p> | 2010 | <p>Head of Invesco's World Wide Fixed Income and Cash Management Group; Co-President, Co-Chief Executive Officer, and Co-Chairman, Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.) (registered investment adviser); Senior Vice President, Invesco Management Group, Inc. (formerly known as Invesco Aim Management Group, Inc.); Executive Vice President, Invesco Distributors, Inc.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | N/A | N/A |



(formerly known as Invesco Aim Distributors, Inc.); Director, Invesco Mortgage Capital Inc., INVESCO Global Asset Management Limited, Invesco Management Company Limited and INVESCO Management S.A.; Vice President, The Invesco Funds (other than AIM Treasurer's Series Trust (Invesco Treasurer's Series Trust) and Short-Term Investments Trust); and President and Principal Executive Officer, The Invesco Funds (AIM Treasurer's Series Trust (Invesco Treasurer's Series Trust) and Short-Term Investments Trust only)

Formerly: Senior Vice President, Van Kampen Investments Inc. and Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.) (registered investment adviser); Vice President, Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.); Director of Cash Management and Senior Vice President, Invesco Advisers, Inc. and Invesco Aim Capital Management, Inc.; President and Principal Executive Officer, Tax-Free Investments Trust; Director and President, Fund Management Company; Chief Cash Management Officer, Director of Cash Management, Senior Vice President, and Managing Director, Invesco Aim Capital Management, Inc.; Director of Cash Management, Senior Vice President, and Vice President, Invesco Advisers, Inc. and The Invesco Funds (AIM Treasurer's Series Trust (Invesco Treasurer's Series Trust), Short-Term Investments Trust and Tax-Free Investments Trust only)

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**Invesco Municipal Income Opportunities Trust**

**Trustees and Officers (continued)**

| <b>Name, Year of Birth and Position(s) Held with the Trust Other Officers (continued)</b> | <b>Trustee and/or Officer Since</b> | <b>Principal Occupation(s) During Past 5 Years</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>Number of Funds in Fund Complex Overseen by Trustee</b> | <b>Other Directorship(s) Held by Trustee During Past 5 Years</b> |
|-------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------------|
| Sheri Morris 1964<br>Vice President, Treasurer and Principal Financial Officer            | 2010                                | Vice President, Treasurer and Principal Financial Officer, The Invesco Funds; Vice President, Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.) (registered investment adviser); and Vice President, PowerShares Exchange-Traded Fund Trust, PowerShares Exchange-Traded Fund Trust II, PowerShares India Exchange-Traded Fund Trust and PowerShares Actively Managed Exchange-Traded Fund Trust                                                                                                                                                                                                                                                                                                                                                                                                                                      | N/A                                                        | N/A                                                              |
| Yinka Akinsola 1977<br>Anti-Money Laundering Compliance Officer                           | 2011                                | Formerly: Vice President, Invesco Aim Advisers, Inc., Invesco Aim Capital Management, Inc. and Invesco Aim Private Asset Management, Inc.; Assistant Vice President and Assistant Treasurer, The Invesco Funds and Assistant Vice President, Invesco Advisers, Inc., Invesco Aim Capital Management, Inc. and Invesco Aim Private Asset Management, Inc.; and Treasurer, PowerShares Exchange-Traded Fund Trust, PowerShares Exchange-Traded Fund Trust II, PowerShares India Exchange-Traded Fund Trust and PowerShares Actively Managed Exchange-Traded Fund Trust<br>Anti-Money Laundering Compliance Officer, Invesco Advisers, Inc. (formerly known as Invesco Institutional (N.A.), Inc.) (registered investment adviser); Invesco Distributors, Inc. (formerly known as Invesco Aim Distributors, Inc.), Invesco Investment Services, Inc. (formerly known | N/A                                                        | N/A                                                              |

|                          |      |                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |     |
|--------------------------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
|                          |      | as Invesco Aim Investment Services, Inc.), Invesco Management Group, Inc., The Invesco Funds, Invesco Van Kampen Closed-End Funds, Van Kampen Exchange Corp., Invesco Capital Markets, Inc. (formerly known as Van Kampen Funds Inc.), PowerShares Exchange-Traded Fund Trust, PowerShares Exchange-Traded Fund Trust II, PowerShares India Exchange-Traded Fund Trust, and PowerShares Actively Managed Exchange-Traded Fund Trust |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |     |
| Todd L. Spillane         | 1958 | 2010                                                                                                                                                                                                                                                                                                                                                                                                                                | Formerly: Regulatory Analyst III, Financial Industry Regulatory Authority (FINRA)<br>Senior Vice President, Invesco Management Group, Inc. (formerly known as Invesco Aim Management Group, Inc.) and Van Kampen Exchange Corp.; Senior Vice President and Chief Compliance Officer, Invesco Advisers, Inc. (registered investment adviser) (formerly known as Invesco Institutional (N.A.), Inc.); Chief Compliance Officer, The Invesco Funds; Vice President, Invesco Distributors, Inc. (formerly known as Invesco Aim Distributors, Inc.) and Invesco Investment Services, Inc. (formerly known as Invesco Aim Investment Services, Inc.) | N/A | N/A |
| Chief Compliance Officer |      |                                                                                                                                                                                                                                                                                                                                                                                                                                     | Formerly: Chief Compliance Officer, Invesco Van Kampen Closed-End Funds; Senior Vice President, Van Kampen Investments Inc.; Senior Vice President and Chief Compliance Officer, Invesco Aim Advisers, Inc. and Invesco Aim Capital Management, Inc.; Chief Compliance Officer, INVESCO Private Capital Investments, Inc. (holding company), Invesco Private Capital, Inc. (registered investment adviser), Invesco Global Asset Management (N.A.), Inc., Invesco Senior Secured Management, Inc. (registered investment adviser), Van Kampen Investor Services Inc.,                                                                          |     |     |

|  |                                                                                                                                                                                                                                                                                   |  |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|  | PowerShares Exchange-Traded Fund Trust, PowerShares Exchange-Traded Fund Trust II, PowerShares India Exchange-Traded Fund Trust and PowerShares Actively Managed Exchange-Traded Fund Trust; and Vice President, Invesco Aim Capital Management, Inc. and Fund Management Company |  |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

| the Trust               | Investment Adviser                  | Auditors                          | Custodian                   |
|-------------------------|-------------------------------------|-----------------------------------|-----------------------------|
| tree Street, N.E.       | Invesco Advisers, Inc.              | PricewaterhouseCoopers LLP        | State Street Bank and Trust |
| A 30309                 | 1555 Peachtree Street, N.E.         | 1201 Louisiana Street, Suite 2900 | 225 Franklin Street         |
|                         | Atlanta, GA 30309                   | Houston, TX 77002-5678            | Boston, MA 02110-2801       |
| the Trust               | Counsel to the Independent Trustees | Transfer Agent                    |                             |
| on Stevens & Young, LLP | Goodwin Procter LLP                 | Computershare Trust Company, N.A. |                             |
| et Street, Suite 2600   | 901 New York Avenue, N.W.           | 250 Royall Street                 |                             |
| a, PA 19103-7018        | Washington, D.C. 20001              | Canton, MA 02021                  |                             |

**T-4** **Invesco Municipal Income Opportunities Trust**

### **Correspondence information**

Send general correspondence to Computershare, P.O. Box 43078, Providence, RI 02940-3078.

### **Invesco privacy policy**

You share personal and financial information with us that is necessary for your transactions and your account records. We take very seriously the obligation to keep that information confidential and private.

Invesco collects nonpublic personal information about you from account applications or other forms you complete and from your transactions with us or our affiliates. We do not disclose information about you or our former customers to service providers or other third parties except to the extent necessary to service your account and in other limited circumstances as permitted by law. For example, we use this information to facilitate the delivery of transaction confirmations, financial reports, prospectuses and tax forms.

Even within Invesco, only people involved in the servicing of your accounts and compliance monitoring have access to your information. To ensure the highest level of confidentiality and security, Invesco maintains physical, electronic and procedural safeguards that meet or exceed federal standards. Special measures, such as data encryption and authentication, apply to your communications with us on our website. More detail is available to you at [invesco.com/privacy](https://invesco.com/privacy).

### **Trust holdings and proxy voting information**

The Trust provides a complete list of its holdings four times in each fiscal year, at the quarter ends. For the second and fourth quarters, the lists appear in the Trust's semiannual and annual reports to shareholders. For the first and third quarters, the Trust files the lists with the Securities and Exchange Commission (SEC) on Form N-Q. The most recent list of portfolio holdings is available at [invesco.com/compleqtrholdings](https://invesco.com/compleqtrholdings).

Shareholders can also look up the Trust's

Forms N-Q on the SEC website at [sec.gov](https://sec.gov). Copies of the Trust's Forms N-Q may be reviewed and copied at the SEC Public Reference Room in Washington, D.C. You can obtain information on the operation of the Public Reference Room, including information about duplicating fee charges, by calling 202 551 8090 or 800 732 0330, or by electronic request at the following email address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov). The SEC file number for the Trust is shown below.

A description of the policies and procedures that the Trust uses to determine how to vote proxies relating to portfolio securities is available without charge, upon request, from our Client Services department at 800 341 2929 or at [invesco.com/proxyguidelines](https://invesco.com/proxyguidelines). The information is also available on the SEC website, [sec.gov](https://sec.gov).

Information regarding how the Trust voted proxies related to its portfolio securities during the most recent 12-month period ended June 30, is available at [invesco.com/proxysearch](https://invesco.com/proxysearch). In addition, this information is available on the SEC website at [sec.gov](https://sec.gov).

SEC file number: 811-05597

MS-CE-MIOPP-AR-1

**ITEM 2. CODE OF ETHICS.**

There were no amendments to the Code of Ethics (the "Code") that applies to the Registrant's Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO") during the period covered by the report. The Registrant did not grant any waivers, including implicit waivers, from any provisions of the Code to the PEO or PFO during the period covered by this report.

**ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.**

The Board of Trustees has determined that the Registrant has at least one audit committee financial expert serving on its Audit Committee. The Audit Committee financial experts are David C. Arch, James T. Bunch, Bruce L. Crockett, Rodney Dammeyer and Raymond Stickel, Jr. Messrs. Arch, Bunch, Crockett, Dammeyer and Stickel are independent within the meaning of that term as used in Form N-CSR.

**ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**
**Fees Billed by PWC Related to the Registrant**

PWC billed the Registrant aggregate fees for services rendered to the Registrant for the last two fiscal years as follows:

|                                   | Fees Billed for<br>Services Rendered to<br>the Registrant<br>for<br>fiscal year end<br>2/28/2013 | Percentage of<br>Fees<br>Billed<br>Applicable to<br>Non-Audit<br>Services<br>Provided for<br>fiscal<br>year end<br>2/28/2013<br>Pursuant to Waiver of<br>Pre-Approval<br>Requirement <sup>(1)</sup> | Fees Billed for<br>Services Rendered to<br>the Registrant<br>for<br>fiscal year end<br>2/29/2012 | Percentage of<br>Fees<br>Billed<br>Applicable to<br>Non-Audit<br>Services<br>Provided for<br>fiscal<br>year end<br>2/29/2012<br>Pursuant to Waiver of<br>Pre-Approval<br>Requirement <sup>(1)</sup> |
|-----------------------------------|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Audit Fees                        | \$ 59,875                                                                                        | N/A                                                                                                                                                                                                 | \$ 31,200                                                                                        | N/A                                                                                                                                                                                                 |
| Audit-Related Fees <sup>(2)</sup> | \$ 6,000                                                                                         | 0%                                                                                                                                                                                                  | \$ 0                                                                                             | 0%                                                                                                                                                                                                  |
| Tax Fees <sup>(3)</sup>           | \$ 10,550                                                                                        | 0%                                                                                                                                                                                                  | \$ 4,300                                                                                         | 0%                                                                                                                                                                                                  |
| All Other Fees                    | \$ 0                                                                                             | 0%                                                                                                                                                                                                  | \$ 0                                                                                             | 0%                                                                                                                                                                                                  |
| <b>Total Fees</b>                 | <b>\$ 76,425</b>                                                                                 | <b>0%</b>                                                                                                                                                                                           | <b>\$ 35,500</b>                                                                                 | <b>0%</b>                                                                                                                                                                                           |

PWC billed the Registrant aggregate non-audit fees of \$16,550 for the fiscal year ended February 28, 2013 and \$4,300 for the fiscal year ended February 29, 2012, for non-audit services rendered to the Registrant.

- (1) With respect to the provision of non-audit services, the pre-approval requirement is waived pursuant to a de minimis exception if (i) such services were not recognized as non-audit services by the Registrant at the time of engagement, (ii) the aggregate amount of all such services provided is no more than 5% of the aggregate audit and non-audit fees paid by the Registrant to PWC during a fiscal year; and (iii) such services are promptly brought to the attention of the Registrant's Audit Committee and approved by the Registrant's Audit Committee prior to the completion of the audit.
- (2) Audit-Related fees for the fiscal year end February 28, 2013 includes fees billed for agreed upon procedures related to fund mergers.
- (3) Tax fees for the fiscal year end February 28, 2013 includes fees billed for reviewing tax returns. Tax fees for the fiscal year end February 29, 2012 includes fees billed for reviewing tax returns.

**Fees Billed by PWC Related to Invesco and Invesco Affiliates**

PWC billed Invesco Advisers, Inc. ( Invesco ), the Registrant's adviser, and any entity controlling, controlled by or under common control with Invesco that provides ongoing services to the Registrant ( Invesco Affiliates ) aggregate fees for pre-approved non-audit services rendered to Invesco and Invesco Affiliates for the last two fiscal years as follows:

|                           | Fees Billed<br>for Non-<br>Audit<br>Services<br>Rendered to<br>Invesco<br>and Invesco<br>Affiliates<br>for fiscal<br>year end<br>2/28/2013 That Were<br>Required<br>to be<br>Pre-Approved<br>by the<br>Registrant's<br>Audit<br>Committee | Percentage<br>of Fees<br>Billed<br>Applicable<br>to<br>Non-Audit<br>Services<br>Provided for fiscal year<br>end<br>2/28/2013<br>Pursuant to<br>Waiver of<br>Pre-Approval<br>Requirement <sup>(1)</sup> | Fees Billed<br>for Non-<br>Audit<br>Services<br>Rendered to<br>Invesco<br>and Invesco<br>Affiliates<br>for fiscal<br>year end<br>2/29/2012 That Were<br>Required<br>to be<br>Pre-Approved<br>by the<br>Registrant's<br>Audit<br>Committee | Percentage<br>of Fees<br>Billed<br>Applicable<br>to<br>Non-Audit<br>Services<br>Provided for fiscal year<br>end<br>2/29/2012<br>Pursuant to<br>Waiver of<br>Pre-Approval<br>Requirement <sup>(1)</sup> |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Audit-Related Fees        | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     |
| Tax Fees                  | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     |
| All Other Fees            | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     |
| Total Fees <sup>(2)</sup> | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     | \$ 0                                                                                                                                                                                                                                      | 0%                                                                                                                                                                                                     |

- (1) With respect to the provision of non-audit services, the pre-approval requirement is waived pursuant to a de minimis exception if (i) such services were not recognized as non-audit services by the Registrant at the time of engagement, (ii) the aggregate amount of all such services provided is no more than 5% of the aggregate audit and non-audit fees paid by the Registrant, Invesco and Invesco Affiliates to PWC during a fiscal year; and (iii) such services are promptly brought to the attention of the Registrant's Audit Committee and approved by the Registrant's Audit Committee prior to the completion of the audit.
- (2) Including the fees for services not required to be pre-approved by the registrant's audit committee, PWC billed Invesco and Invesco Affiliates aggregate non-audit fees of \$0 for the fiscal year ended February 28, 2013, and \$0 for the fiscal year ended February 29, 2012, for non-audit services rendered to Invesco and Invesco Affiliates.

The Audit Committee also has considered whether the provision of non-audit services that were rendered to Invesco and Invesco Affiliates that were not required to be pre-approved pursuant to SEC regulations, if any, is compatible with maintaining PWC's independence. To the extent that such services were provided, the Audit Committee determined that the provision of such services is compatible with PWC maintaining independence with respect to the Registrant.

## **PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES**

### **POLICIES AND PROCEDURES**

As adopted by the Audit Committees of

the Invesco Funds (the Funds )

Last Amended May 4, 2010

#### ***Statement of Principles***

Under the Sarbanes-Oxley Act of 2002 and rules adopted by the Securities and Exchange Commission ( SEC ) ( Rules ), the Audit Committees of the Funds (the Audit Committees ) Board of Trustees (the Board ) are responsible for the appointment, compensation and oversight of the work of independent accountants (an Auditor ). As part of this responsibility and to assure that the Auditor's independence is not impaired, the Audit Committees pre-approve the audit and non-audit services provided to the Funds by each Auditor, as well as all non-audit services provided by the Auditor to the Funds' investment adviser and to affiliates of the adviser that provide ongoing services to the Funds ( Service Affiliates ) if the services directly impact the Funds' operations or financial reporting. The SEC Rules also specify the types of services that an Auditor may not provide to its audit client. The following policies and procedures comply with the requirements for pre-approval and provide a mechanism by which management of the Funds may request and secure pre-approval of audit and non-audit services in an orderly manner with minimal disruption to normal business operations.

Proposed services either may be pre-approved without consideration of specific case-by-case services by the Audit Committees ( general pre-approval ) or require the specific pre-approval of the Audit Committees ( specific pre-approval ). As set forth in these policies and procedures, unless a type of service has received general pre-approval, it will require specific pre-approval by the Audit Committees. Additionally, any fees exceeding 110% of estimated pre-approved fee levels provided at the time the service was pre-approved will also require specific approval by the Audit Committees before payment is made. The Audit Committees will also consider the impact of additional fees on the Auditor's independence when determining whether to approve any additional fees for previously pre-approved services.

The Audit Committees will annually review and generally pre-approve the services that may be provided by each Auditor without obtaining specific pre-approval from the Audit Committee generally on an annual basis. The term of any general pre-approval runs from the date of such pre-approval through September 30<sup>th</sup> of the following year, unless the Audit Committees consider a different period and state otherwise. The Audit Committees will add to or subtract from the list of general pre-approved services from time to time, based on subsequent determinations.

The purpose of these policies and procedures is to set forth the guidelines to assist the Audit Committees in fulfilling their responsibilities.

#### ***Delegation***

The Audit Committees may from time to time delegate pre-approval authority to one or more of its members who are Independent Trustees. All decisions to pre-approve a service by a delegated member shall be reported to the Audit Committees at the next quarterly meeting.

#### ***Audit Services***

The annual audit services engagement terms will be subject to specific pre-approval of the Audit Committees. Audit services include the annual financial statement audit and other procedures such as tax provision work that is required to be performed by the independent auditor to be able to form an opinion on the Funds' financial statements. The Audit Committees will obtain, review and consider sufficient information concerning the proposed Auditor to make a reasonable evaluation of the Auditor's qualifications and independence.

In addition to the annual Audit services engagement, the Audit Committees may grant either general or specific pre-approval of other audit services, which are those services that only the independent auditor reasonably can provide. Other Audit services may include services such as issuing consents for the inclusion of audited financial statements with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings.



### ***Non-Audit Services***

The Audit Committees may provide either general or specific pre-approval of any non-audit services to the Funds and its Service Affiliates if the Audit Committees believe that the provision of the service will not impair the independence of the Auditor, is consistent with the SEC's Rules on auditor independence, and otherwise conforms to the Audit Committees' general principles and policies as set forth herein.

### **Audit-Related Services**

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Fund's financial statements or that are traditionally performed by the independent auditor. Audit-related services include, among others, accounting consultations related to accounting, financial reporting or disclosure matters not classified as Audit services; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; and agreed-upon procedures related to mergers, compliance with ratings agency requirements and interfund lending activities.

### **Tax Services**

Tax services include, but are not limited to, the review and signing of the Funds' federal tax returns, the review of required distributions by the Funds and consultations regarding tax matters such as the tax treatment of new investments or the impact of new regulations. The Audit Committees will scrutinize carefully the retention of the Auditor in connection with a transaction initially recommended by the Auditor, the major business purpose of which may be tax avoidance or the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Audit Committees will consult with the Funds' Treasurer (or his or her designee) and may consult with outside counsel or advisors as necessary to ensure the consistency of Tax services rendered by the Auditor with the foregoing policy.

No Auditor shall represent any Fund or any Service Affiliate before a tax court, district court or federal court of claims.

Under rules adopted by the Public Company Accounting Oversight Board and approved by the SEC, in connection with seeking Audit Committees' pre-approval of permissible Tax services, the Auditor shall:

1. Describe in writing to the Audit Committees, which writing may be in the form of the proposed engagement letter:
  - a. The scope of the service, the fee structure for the engagement, and any side letter or amendment to the engagement letter, or any other agreement between the Auditor and the Fund, relating to the service; and
  - b. Any compensation arrangement or other agreement, such as a referral agreement, a referral fee or fee-sharing arrangement, between the Auditor and any person (other than the Fund) with respect to the promoting, marketing, or recommending of a transaction covered by the service;
2. Discuss with the Audit Committees the potential effects of the services on the independence of the Auditor; and
3. Document the substance of its discussion with the Audit Committees.

### **All Other Auditor Services**

The Audit Committees may pre-approve non-audit services classified as All other services that are not categorically prohibited by the SEC, as listed in Exhibit 1 to this policy.

### ***Pre-Approval Fee Levels or Established Amounts***

Pre-approval of estimated fees or established amounts for services to be provided by the Auditor under general or specific pre-approval policies will be set periodically by the Audit Committees. Any proposed fees exceeding 110% of the maximum estimated pre-approved fees or established amounts for pre-approved audit and non-audit services will be reported to the Audit Committees at the quarterly Audit Committees

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meeting and will require specific approval by the Audit Committees before payment is made. The Audit Committees will always factor in the overall relationship of fees for audit and non-audit services in determining whether to pre-approve any such services and in determining whether to approve any additional fees exceeding 110% of the maximum pre-approved fees or established amounts for previously pre-approved services.

***Procedures***

Generally on an annual basis, Invesco Advisers, Inc. ( Invesco ) will submit to the Audit Committees for general pre-approval, a list of non-audit services that the Funds or Service Affiliates of the Funds may request from the Auditor. The list will describe the non-audit services in reasonable detail and will include an estimated range of fees and such other information as the Audit Committee may request.

Each request for services to be provided by the Auditor under the general pre-approval of the Audit Committees will be submitted to the Funds Treasurer (or his or her designee) and must include a detailed description of the services to be rendered. The Treasurer or his or her designee will ensure that such services are included within the list of services that have received the general pre-approval of the Audit Committees. The Audit Committees will be informed at the next quarterly scheduled Audit Committees meeting of any such services for which the Auditor rendered an invoice and whether such services and fees had been pre-approved and if so, by what means.

Each request to provide services that require specific approval by the Audit Committees shall be submitted to the Audit Committees jointly by the Funds Treasurer or his or her designee and the Auditor, and must include a joint statement that, in their view, such request is consistent with the policies and procedures and the SEC Rules.

Each request to provide tax services under either the general or specific pre-approval of the Audit Committees will describe in writing: (i) the scope of the service, the fee structure for the engagement, and any side letter or amendment to the engagement letter, or any other agreement between the Auditor and the audit client, relating to the service; and (ii) any compensation arrangement or other agreement between the Auditor and any person (other than the audit client) with respect to the promoting, marketing, or recommending of a transaction covered by the service. The Auditor will discuss with the Audit Committees the potential effects of the services on the Auditor's independence and will document the substance of the discussion.

Non-audit services pursuant to the *de minimis* exception provided by the SEC Rules will be promptly brought to the attention of the Audit Committees for approval, including documentation that each of the conditions for this exception, as set forth in the SEC Rules, has been satisfied.

On at least an annual basis, the Auditor will prepare a summary of all the services provided to any entity in the investment company complex as defined in section 2-01(f)(14) of Regulation S-X in sufficient detail as to the nature of the engagement and the fees associated with those services.

The Audit Committees have designated the Funds Treasurer to monitor the performance of all services provided by the Auditor and to ensure such services are in compliance with these policies and procedures. The Funds Treasurer will report to the Audit Committees on a periodic basis as to the results of such monitoring. Both the Funds Treasurer and management of Invesco will immediately report to the chairman of the Audit Committees any breach of these policies and procedures that comes to the attention of the Funds Treasurer or senior management of Invesco.

**Exhibit 1 to Pre-Approval of Audit and Non-Audit Services Policies and Procedures**

**Conditionally Prohibited Non-Audit Services (not prohibited if the Fund can reasonably conclude that the results of the service would not be subject to audit procedures in connection with the audit of the Fund's financial statements)**

**Bookkeeping or other services related to the accounting records or financial statements of the audit client**

**Financial information systems design and implementation**

**Appraisal or valuation services, fairness opinions, or contribution-in-kind reports**

**Actuarial services**

**Internal audit outsourcing services**

**Categorically Prohibited Non-Audit Services**

**Management functions**

**Human resources**

**Broker-dealer, investment adviser, or investment banking services**

**Legal services**

**Expert services unrelated to the audit**

**Any service or product provided for a contingent fee or a commission**

**Services related to marketing, planning, or opining in favor of the tax treatment of confidential transactions or aggressive tax position transactions, a significant purpose of which is tax avoidance**

**Tax services for persons in financial reporting oversight roles at the Fund**

**Any other service that the Public Company Oversight Board determines by regulation is impermissible.**

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- (a) The registrant has a separately-designed standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. Members of the audit committee are: David C. Arch, Frank S. Bayley, James T. Bunch, Bruce L. Crockett, Rodney Dammeyer, Larry Soll and Raymond Stickel, Jr.
- (b) Not applicable.

### ITEM 6. SCHEDULE OF INVESTMENTS.

Investments in securities of unaffiliated issuers is included as part of the reports to stockholders filed under Item 1 of this Form.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

## I.1. PROXY POLICIES AND PROCEDURES INSTITUTIONAL

|                                       |                                                                                                                                                                          |
|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Applicable to</b>                  | Institutional Accounts                                                                                                                                                   |
| <b>Risk Addressed by Policy</b>       | breach of fiduciary duty to client under Investment Advisers Act of 1940 by placing Invesco personal interests ahead of client best economic interests in voting proxies |
| <b>Relevant Law and Other Sources</b> | Investment Advisers Act of 1940                                                                                                                                          |
| <b>Last Tested Date</b>               |                                                                                                                                                                          |
| <b>Policy/Procedure Owner</b>         | Advisory Compliance, Proxy Committee                                                                                                                                     |
| <b>Policy Approver</b>                | Invesco Risk Management Committee                                                                                                                                        |
| <b>Approved/Adopted Date</b>          | March 2012                                                                                                                                                               |

The following policies and procedures apply to all institutional accounts, clients and funds managed by Invesco Advisers, Inc. ( Invesco ). These policies and procedures do not apply to any of the retail funds managed by Invesco. See Section I.2 for the proxy policies and procedures applicable to Invesco s retail funds.

### A. POLICY STATEMENT

Invesco has responsibility for making investment decisions that are in the best interests of its clients. As part of the investment management services it provides to clients, Invesco may be authorized by clients to vote proxies appurtenant to the shares for which the clients are beneficial owners.

Invesco believes that it has a duty to manage clients assets in the best economic interests of its clients and that the ability to vote proxies is a client asset.

Invesco reserves the right to amend its proxy policies and procedures from time to time without prior notice to its clients.

#### Voting of Proxies

Invesco will vote client proxies relating to equity securities in accordance with the procedures set forth below unless a non-ERISA client retains in writing the right to vote, the named fiduciary (e.g., the plan sponsor) of an ERISA client retains in writing the right to direct the plan trustee or a third party to vote proxies, or Invesco determines that any benefit the client might gain from voting a proxy

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would be outweighed by the costs associated therewith. In addition, due to the distinct nature of proxy voting for interests in fixed income assets and stable value wrap agreements, the proxies for such fixed income assets and stable value wrap agreements will be voted in accordance with the procedures set forth in the Proxy Voting for Fixed Income Assets and Stable Value Wrap Agreements section below.

#### **Best Economic Interests of Clients**

In voting proxies, Invesco will take into consideration those factors that may affect the value of the security and will vote proxies in a manner in which, in its opinion, is in the best economic interests of clients. Invesco endeavors to resolve any conflicts of interest exclusively in the best economic interests of clients.

### **B. OPERATING PROCEDURES AND RESPONSIBLE PARTIES**

#### **ISS Services**

Invesco has contracted with Institutional Shareholder Services Inc. (ISS), an independent third party service provider, to vote Invesco's clients proxies according to ISS proxy voting recommendations determined by ISS pursuant to its then-current US Proxy Voting Guidelines, a summary of which can be found at <http://www.issgovernance.com> and which are deemed to be incorporated herein. In addition, ISS provides proxy analyses, vote recommendations, vote execution and record-keeping services for clients for which Invesco has proxy voting responsibility. On an annual basis, the Proxy Committee will review information obtained from ISS to ascertain whether ISS (i) has the capacity and competency to adequately analyze proxy issues, and (ii) can make such recommendations in an impartial manner and in the best economic interests of Invesco's clients. This may include a review of ISS Policies, Procedures and Practices Regarding Potential Conflicts of Interest and obtaining information about the work ISS does for corporate issuers and the payments ISS receives from such issuers.

Custodians forward to ISS proxy materials for clients who rely on Invesco to vote proxies. ISS is responsible for exercising the voting rights in accordance with the ISS proxy voting guidelines. If Invesco receives proxy materials in connection with a client's account where the client has, in writing, communicated to Invesco that the client, plan fiduciary or other third party has reserved the right to vote proxies, Invesco will forward to the party appointed by client any proxy materials it receives with respect to the account. In order to avoid voting proxies in circumstances where Invesco, or any of its affiliates have or may have any conflict of interest, real or perceived, Invesco has engaged ISS to provide the proxy analyses, vote recommendations and voting of proxies.

In the event that (i) ISS recuses itself on a proxy voting matter and makes no recommendation or (ii) Invesco decides to override the ISS vote recommendation, the Proxy Committee will review the issue and direct ISS how to vote the proxies as described below.

**Proxy Voting for Fixed Income Assets and Stable Value Wrap Agreements**

Some of Invesco's fixed income clients hold interests in preferred stock of companies and some of Invesco's stable value clients are parties to wrap agreements. From time to time, companies that have issued preferred stock or that are parties to wrap agreements request that Invesco's clients vote proxies on particular matters. ISS does not currently provide proxy analysis or vote recommendations with respect to such proxy votes. Therefore, when a particular matter arises in this category, the investment team responsible for the particular mandate will review the matter and make a recommendation to the Proxy Manager as to how to vote the associated proxy. The Proxy Manager will complete the proxy ballots and send the ballots to the persons or entities identified in the ballots.

**Proxy Committee**

The Proxy Committee shall have seven (7) members, which shall include representatives from portfolio management, operations, and legal/compliance or other functional departments as deemed appropriate and who are knowledgeable regarding the proxy process. A majority of the members of the Proxy Committee shall constitute a quorum and the Proxy Committee shall act by a majority vote of those members in attendance at a meeting called for the purpose of determining how to vote a particular proxy. The Proxy Committee shall keep minutes of its meetings that shall be kept with the proxy voting records of Invesco. The Proxy Committee will appoint a Proxy Manager to manage the proxy voting process, which includes the voting of proxies and the maintenance of appropriate records.

The Proxy Manager shall call for a meeting of the Proxy Committee (1) when override submissions are made; and (2) in instances when ISS has recused itself or has not provided a vote recommendation with respect to an equity security. At such meeting, the Proxy Committee shall determine how proxies are to be voted in accordance with the factors set forth in the section entitled "Best Economic Interests of Clients," above.

The Proxy Committee also is responsible for monitoring adherence to these procedures and engaging in the annual review described in the section entitled "ISS Services," above.

**Recusal by ISS or Failure of ISS to Make a Recommendation**

When ISS does not make a recommendation on a proxy voting issue or recuses itself due to a conflict of interest, the Proxy Committee will review the issue and determine whether Invesco has a material conflict of interest as determined pursuant to the policies and procedures outlined in the "Conflicts of Interest" section below. If Invesco determines it does not have a material conflict of interest, Invesco will direct ISS how to vote the proxies. If Invesco determines it does have a material conflict of interest, the Proxy Committee will follow the policies and procedures set forth in such section.

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**Override of ISS Recommendation**

There may be occasions where Invesco investment personnel, senior officers or a member of the Proxy Committee seek to override an ISS recommendation if they believe that an ISS recommendation is not in accordance with the best economic interests of clients. In the event that an individual listed above in this section disagrees with an ISS recommendation on a particular voting issue, the individual shall document in writing the reasons that he/she believes that the ISS recommendation is not in accordance with clients' best economic interests and submit such written documentation to the Proxy Manager for consideration by the Proxy Committee along with the certification attached as Appendix A hereto. Upon review of the documentation and consultation with the individual and others as the Proxy Committee deems appropriate, the Proxy Committee may make a determination to override the ISS voting recommendation if the Committee determines that it is in the best economic interests of clients and the Committee has addressed any conflict of interest.

**Proxy Committee Meetings**

When a Proxy Committee Meeting is called, whether because of an ISS recusal or request for override of an ISS recommendation, the Proxy Committee shall request from the Chief Compliance Officer as to whether any Invesco person has reported a conflict of interest.

The Proxy Committee shall review the report from the Chief Compliance Officer to determine whether a real or perceived conflict of interest exists, and the minutes of the Proxy Committee shall:

- (1) describe any real or perceived conflict of interest,
- (2) determine whether such real or perceived conflict of interest is material,
- (3) discuss any procedure used to address such conflict of interest,
- (4) report any contacts from outside parties (other than routine communications from proxy solicitors), and
- (5) include confirmation that the recommendation as to how the proxies are to be voted is in the best economic interests of clients and was made without regard to any conflict of interest.

Based on the above review and determinations, the Proxy Committee will direct ISS how to vote the proxies as provided herein.

**Certain Proxy Votes May Not Be Cast**

In some cases, Invesco may determine that it is not in the best economic interests of clients to vote proxies. For example, proxy voting in certain countries outside

the United States requires share blocking. Shareholders who wish to vote their proxies must deposit their shares 7 to 21 days before the date of the meeting with a designated depository. During the blocked period, shares to be voted at the meeting cannot be sold until the meeting has taken place and the shares have been returned to the Custodian/Sub-Custodian bank. In addition, voting certain international securities may involve unusual costs to clients, some of which may be related to requirements of having a representative in person attend the proxy meeting. In other cases, it may not be possible to vote certain proxies despite good faith efforts to do so, for instance when inadequate notice of the matter is provided. In the instance of loan securities, voting of proxies typically requires termination of the loan, so it is not usually in the best economic interests of clients to vote proxies on loaned securities. Invesco typically will not, but reserves the right to, vote where share blocking restrictions, unusual costs or other barriers to efficient voting apply. Invesco will not vote if it determines that the cost of voting exceeds the expected benefit to the client. The Proxy Manager shall record the reason for any proxy not being voted, which record shall be kept with the proxy voting records of Invesco.

## **CONFLICTS OF INTEREST**

### **Procedures to Address Conflicts of Interest and Improper Influence**

In order to avoid voting proxies in circumstances where Invesco or any of its affiliates have or may have any conflict of interest, real or perceived, Invesco has contracted with ISS to provide proxy analyses, vote recommendations and voting of proxies. Unless noted otherwise by ISS, each vote recommendation provided by ISS to Invesco shall include a representation from ISS that ISS has no conflict of interest with respect to the vote. In instances where ISS has recused itself or makes no recommendation on a particular matter, or if an override submission is requested, the Proxy Committee shall determine how to vote the proxy and instruct the Proxy Manager accordingly, in which case the conflict of interest provisions discussed below shall apply.

In effecting the policy of voting proxies in the best economic interests of clients, there may be occasions where the voting of such proxies may present a real or perceived conflict of interest between Invesco, as the investment manager, and Invesco's clients. For each director, officer and employee of Invesco (Invesco person), the interests of Invesco's clients must come first, ahead of the interest of Invesco and any Invesco person, including Invesco's affiliates. Accordingly, no Invesco person may put personal benefit, whether tangible or intangible, before the interests of clients of Invesco or otherwise take advantage of the relationship with Invesco's clients. Personal benefit includes any intended benefit for oneself or any other individual, company, group or organization of any kind whatsoever, except a benefit for a client of Invesco, as appropriate. It is imperative that each Invesco person avoid any situation that might compromise, or call into question, the exercise of fully independent judgment that is in the interests of Invesco's clients.

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Occasions may arise where a person or organization involved in the proxy voting process may have a conflict of interest. A conflict of interest may exist if Invesco has a business relationship with (or is actively soliciting business from) either the company soliciting the proxy or a third party that has a material interest in the outcome of a proxy vote or that is actively lobbying for a particular outcome of a proxy vote. Additional examples of situations where a conflict may exist include:

**Business Relationships** where Invesco manages money for a company or an employee group, manages pension assets or is actively soliciting any such business, or leases office space from a company;

**Personal Relationships** where an Invesco person has a personal relationship with other proponents of proxy proposals, participants in proxy contests, corporate directors, or candidates for directorships; and

**Familial Relationships** where an Invesco person has a known familial relationship relating to a company (e.g. a spouse or other relative who serves as a director of a public company or is employed by the company).

In the event that the Proxy Committee determines that Invesco (or an affiliate) has a material conflict of interest, the Proxy Committee will not take into consideration the relationship giving rise to the conflict of interest and shall, in its sole discretion, either (a) decide to vote the proxies pursuant to ISS' general proxy voting guidelines, (b) engage an independent third party to provide a vote recommendation, or (c) contact Invesco's client(s) for direction as to how to vote the proxies.

In the event an Invesco person has a conflict of interest and has knowledge of such conflict of interest, it is the responsibility of such Invesco person to disclose the conflict to the Chief Compliance Officer. When a Proxy Committee meeting is called, the Chief Compliance Officer will report to the Proxy Committee all real or potential conflicts of interest for the Proxy Committee to review and determine whether such conflict is material. If the Proxy Committee determines that such conflict is material and involves a person involved in the proxy voting process, the Proxy Committee may require such person to recuse himself or herself from participating in the discussions regarding the proxy vote item and from casting a vote regarding how Invesco should vote such proxy. An Invesco person will not be considered to have a material conflict of interest if the Invesco person did not know of the conflict of interest and did not attempt to influence the outcome of a proxy vote.

In order to ensure compliance with these procedures, the Proxy Manager and each member of the Proxy Committee shall certify annually as to their compliance with this policy. In addition, any Invesco person who submits an ISS override recommendation to the Proxy Committee shall certify as to their compliance with this policy concurrently with the submission of their override recommendation. A form of such certification is attached as Appendix A.

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In addition, members of the Proxy Committee must notify Invesco's Chief Compliance Officer, with impunity and without fear of retribution or retaliation, of any direct, indirect or perceived improper influence exerted by any Invesco person or by an affiliated company's representatives with regard to how Invesco should vote proxies. The Chief Compliance Officer will investigate the allegations and will report his or her findings to the Invesco Risk Management Committee. In the event that it is determined that improper influence was exerted, the Risk Management Committee will determine the appropriate action to take, which actions may include, but are not limited to, (1) notifying the affiliated company's Chief Executive Officer, its Management Committee or Board of Directors, (2) taking remedial action, if necessary, to correct the result of any improper influence where clients have been harmed, or (3) notifying the appropriate regulatory agencies of the improper influence and cooperating fully with these regulatory agencies as required. In all cases, the Proxy Committee shall not take into consideration the improper influence in determining how to vote proxies and will vote proxies solely in the best economic interests of clients.

### **C. RECORDKEEPING**

Records are maintained in accordance with Invesco's Recordkeeping Policy.

#### **Proxy Voting Records**

The proxy voting statements and records will be maintained by the Proxy Manager on-site (or accessible via an electronic storage site of ISS) for the first two (2) years. Copies of the proxy voting statements and records will be maintained for an additional five (5) years by Invesco (or will be accessible via an electronic storage site of ISS). Clients may obtain information about how Invesco voted proxies on their behalf by contacting their client services representative. Alternatively, clients may make a written request for proxy voting information to: Proxy Manager, 1555 Peachtree Street, N.E., Atlanta, Georgia 30309.

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**APPENDIX A**

**ACKNOWLEDGEMENT AND CERTIFICATION**

I acknowledge that I have read the Invesco Proxy Voting Policy (a copy of which has been supplied to me, which I will retain for future reference) and agree to comply in all respects with the terms and provisions thereof. I have disclosed or reported all real or potential conflicts of interest to the Invesco Chief Compliance Officer and will continue to do so as matters arise. I have complied with all provisions of this Policy.

Print Name

Date

Signature

I.1 Proxy Policy Appendix A

Acknowledgement and Certification

**ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

The following individuals are jointly and primarily responsible for the day-to-day management of the Fund:

William Black, Portfolio Manager, who has been responsible for the Trust since 2009 and has been associated with Invesco and/or its affiliates since 2010. Mr. Black was associated with Morgan Stanley Investment Management Inc. in an investment management capacity (1998 to 2010).

Mark Paris, Portfolio Manager, who has been responsible for the Trust since 2009 and has been associated with Invesco and/or its affiliates since 2010. Mr. Paris was associated with Morgan Stanley Investment Management Inc. in an investment management capacity (2002 to 2010).

Jim Phillips, Portfolio Manager, who has been responsible for the Trust since 2009 and has been associated with Invesco and/or its affiliates since 2010. Mr. Phillips was associated with Morgan Stanley Investment Management Inc. in an investment management capacity (1991 to 2010).

***Portfolio Manager Fund Holdings and Information on Other Managed Accounts***

Invesco's portfolio managers develop investment models which are used in connection with the management of certain Invesco Funds as well as other mutual funds for which Invesco or an affiliate acts as sub-adviser, other pooled investment vehicles that are not registered mutual funds, and other accounts managed for organizations and individuals. The Investments chart reflects the portfolio managers' investments in the Funds that they manage. Accounts are grouped into three categories: (i) investments made directly in the Fund, (ii) investments made in an Invesco pooled investment vehicle with the same or similar objectives and strategies as the Fund, and (iii) any investments made in any Invesco Fund or Invesco pooled investment vehicle. The Assets Managed chart reflects information regarding accounts other than the Funds for which each portfolio manager has day-to-day management responsibilities. Accounts are grouped into three categories: (i) other registered investment companies, (ii) other pooled investment vehicles and (iii) other accounts. To the extent that any of these accounts pay advisory fees that are based on account performance (performance-based fees), information on those accounts is specifically broken out. In addition, any assets denominated in foreign currencies have been converted into U.S. Dollars using the exchange rates as of the applicable date.

***Investments***

The following information is as of February 28, 2013:

| <b>Portfolio Manager</b>                            | <b>Dollar Range of Investments in each Fund<sup>1</sup></b> | <b>Dollar Range of Investments in Invesco pooled investment vehicles<sup>2</sup></b> | <b>Dollar Range of all Investments in Funds and Invesco pooled investment vehicles<sup>3</sup></b> |
|-----------------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| <b>Invesco Municipal Income Opportunities Trust</b> |                                                             |                                                                                      |                                                                                                    |
| William Black                                       | None                                                        | N/A                                                                                  | \$100,001-\$500,000                                                                                |
| Mark Paris                                          | None                                                        | N/A                                                                                  | \$100,001-\$500,000                                                                                |
| Jim Phillips                                        | None                                                        | N/A                                                                                  | \$100,001-\$500,000                                                                                |

<sup>1</sup> This column reflects investments in a Fund's shares beneficially owned by a portfolio manager (as determined in accordance with Rule 16a-1(a) (2) under the Securities Exchange Act of 1934, as amended). Beneficial ownership includes ownership by a portfolio manager's immediate family members sharing the same household.

<sup>2</sup> This column reflects portfolio managers' investments made either directly or through a deferred compensation or a similar plan in Invesco pooled investment vehicles with the same or similar objectives and strategies as the Fund as of the most recent fiscal year end of the Fund.

<sup>3</sup> This column reflects the combined holdings from both the Dollar Range of all Investments in Funds and Invesco pooled investment vehicles and the Dollar Range of Investments in each Fund columns.

### Assets Managed

The following information is as of February 28, 2013:

| Portfolio<br>Manager                                | Other Registered<br>Investment<br>Companies Managed (assets in<br>millions) |            | Other Pooled<br>Investment<br>Vehicles Managed (assets in<br>millions) |        | Other Accounts Managed<br>(assets in millions) <sup>4</sup> |        |
|-----------------------------------------------------|-----------------------------------------------------------------------------|------------|------------------------------------------------------------------------|--------|-------------------------------------------------------------|--------|
|                                                     | Number of<br>Accounts                                                       | Assets     | Number of<br>Accounts                                                  | Assets | Number of<br>Accounts                                       | Assets |
| <b>Invesco Municipal Income Opportunities Trust</b> |                                                                             |            |                                                                        |        |                                                             |        |
| William Black                                       | 1                                                                           | \$ 7,264.8 | None                                                                   | None   | None                                                        | None   |
| Mark Paris                                          | 1                                                                           | \$ 7,264.8 | None                                                                   | None   | None                                                        | None   |
| Jim Phillips                                        | 1                                                                           | \$ 7,264.8 | None                                                                   | None   | None                                                        | None   |

### Potential Conflicts of Interest

Actual or apparent conflicts of interest may arise when a portfolio manager has day-to-day management responsibilities with respect to more than one Fund or other account. More specifically, portfolio managers who manage multiple Funds and/or other accounts may be presented with one or more of the following potential conflicts:

The management of multiple Funds and/or other accounts may result in a portfolio manager devoting unequal time and attention to the management of each Fund and/or other account. The Adviser and each Sub-Adviser seek to manage such competing interests for the time and attention of portfolio managers by having portfolio managers focus on a particular investment discipline. Most other accounts managed by a portfolio manager are managed using the same investment models that are used in connection with the management of the Funds.

If a portfolio manager identifies a limited investment opportunity which may be suitable for more than one Fund or other account, a Fund may not be able to take full advantage of that opportunity due to an allocation of filled purchase or sale orders across all eligible Funds and other accounts. To deal with these situations, the Adviser, each Sub-Adviser and the Funds have adopted procedures for allocating portfolio transactions across multiple accounts.

The Adviser and each Sub-Adviser determine which broker to use to execute each order for securities transactions for the Funds, consistent with its duty to seek best execution of the transaction. However, for certain other accounts (such as mutual funds for which Invesco or an affiliate acts as sub-adviser, other pooled investment vehicles that are not registered mutual funds, and other accounts managed for organizations and individuals), the Adviser and each Sub-Adviser may be limited by the client with respect to the selection of brokers or may be instructed to direct trades through a particular broker. In these cases, trades for a Fund in a particular security may be placed separately from, rather than aggregated with, such other accounts. Having separate transactions with respect to a security may temporarily affect the market price of the security or the execution of the transaction, or both, to the possible detriment of the Fund or other account(s) involved.

Finally, the appearance of a conflict of interest may arise where the Adviser or Sub-Adviser has an incentive, such as a performance-based management fee, which relates to the management of one Fund or account but not all Funds and accounts for which a portfolio manager has day-to-day management responsibilities.

<sup>4</sup> These are accounts of individual investors for which Invesco provides investment advice. Invesco offers separately managed accounts that are managed according to the investment models developed by its portfolio managers and used in connection with the management of

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certain Invesco Funds. These accounts may be invested in accordance with one or more of those investment models and investments held in those accounts are traded in accordance with the applicable models.



The Adviser, each Sub-Adviser, and the Funds have adopted certain compliance procedures which are designed to address these types of conflicts. However, there is no guarantee that such procedures will detect each and every situation in which a conflict arises.

### **Description of Compensation Structure**

#### *For the Adviser and each affiliated Sub-Adviser*

The Adviser and each Sub-Adviser seek to maintain a compensation program that is competitively positioned to attract and retain high-caliber investment professionals. Portfolio managers receive a base salary, an incentive bonus opportunity and an equity compensation opportunity. Portfolio manager compensation is reviewed and may be modified each year as appropriate to reflect changes in the market, as well as to adjust the factors used to determine bonuses to promote competitive Fund performance. The Adviser and each Sub-Adviser evaluate competitive market compensation by reviewing compensation survey results conducted by an independent third party of investment industry compensation. Each portfolio manager's compensation consists of the following three elements:

**Base Salary.** Each portfolio manager is paid a base salary. In setting the base salary, the Adviser and each Sub-Adviser's intention is to be competitive in light of the particular portfolio manager's experience and responsibilities.

**Annual Bonus.** The portfolio managers are eligible, along with other employees of the Adviser and each Sub-Adviser, to participate in a discretionary year-end bonus pool. The Compensation Committee of Invesco Ltd. reviews and approves the amount of the bonus pool available for the Adviser and each of the Sub-Adviser's investment centers. The Compensation Committee considers investment performance and financial results in its review. In addition, while having no direct impact on individual bonuses, assets under management are considered when determining the starting bonus funding levels. Each portfolio manager is eligible to receive an annual cash bonus which is based on quantitative (i.e. investment performance) and non-quantitative factors (which may include, but are not limited to, individual performance, risk management and teamwork).

Each portfolio manager's compensation is linked to the pre-tax investment performance of the Funds/accounts managed by the portfolio manager as described in Table 1 below.

Table 1

| <b>Sub-Adviser</b>                          | <b>Performance time period<sup>5</sup></b>                                         |
|---------------------------------------------|------------------------------------------------------------------------------------|
| Invesco <sup>6</sup>                        | One-, Three- and Five-year performance against Fund peer group.                    |
| Invesco Australia                           |                                                                                    |
| Invesco Deutschland                         |                                                                                    |
| Invesco Hong Kong <sup>6</sup>              |                                                                                    |
| Invesco Asset Management                    |                                                                                    |
| Invesco- Invesco Real Estate <sup>6,7</sup> | Not applicable                                                                     |
| Invesco Senior Secured <sup>6,8</sup>       |                                                                                    |
| Invesco Canada <sup>6</sup>                 | One-year performance against Fund peer group.                                      |
|                                             | Three- and Five-year performance against entire universe of Canadian funds.        |
| Invesco Japan <sup>9</sup>                  | One-, Three- and Five-year performance against the appropriate Micropol benchmark. |

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- <sup>5</sup> Rolling time periods based on calendar year-end.
- <sup>6</sup> Portfolio Managers may be granted an annual deferral award that vests on a pro-rata basis over a four year period and final payments are based on the performance of eligible Funds selected by the portfolio manager at the time the award is granted.
- <sup>7</sup> Portfolio Managers for Invesco Global Real Estate Fund, Invesco Real Estate Fund, Invesco Global Real Estate Income Fund and Invesco V.I. Global Real Estate Fund base their bonus on new operating profits of the U.S. Real Estate Division of Invesco.
- <sup>8</sup> Invesco Senior Secured's bonus is based on annual measures of equity return and standard tests of collateralization performance.
- <sup>9</sup> Portfolio Managers for Invesco Pacific Growth Fund's compensation is based on the one-, three- and five-year performance against the appropriate Micropol benchmark.

High investment performance (against applicable peer group and/or benchmarks) would deliver compensation generally associated with top pay in the industry (determined by reference to the third-party provided compensation survey information) and poor investment performance (versus applicable peer group) would result in low bonus compared to the applicable peer group or no bonus at all. These decisions are reviewed and approved collectively by senior leadership which has responsibility for executing the compensation approach across the organization.

*Deferred / Long-Term Compensation.* Portfolio managers may be granted an annual deferral award that allows them to select receipt of shares of certain Invesco Funds with a vesting period as well as common shares and/or restricted shares of Invesco Ltd. stock from pools determined from time to time by the Compensation Committee of Invesco Ltd. s Board of Directors. Awards of deferred / long-term compensation typically vest over time, so as to create incentives to retain key talent.

Portfolio managers also participate in benefit plans and programs available generally to all employees.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

ITEM 11. CONTROLS AND PROCEDURES.

- (a) As of February 12, 2013, an evaluation was performed under the supervision and with the participation of the officers of the Registrant, including the Principal Executive Officer ( PEO ) and Principal Financial Officer ( PFO ), to assess the effectiveness of the Registrant s disclosure controls and procedures, as that term is defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the Act ), as amended. Based on that evaluation, the Registrant s officers, including the PEO and PFO, concluded that, as of February 12, 2013, the Registrant s disclosure controls and procedures were reasonably designed to ensure: (1) that information required to be disclosed by the Registrant on Form N-CSR is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the Securities and Exchange Commission; and (2) that material information relating to the Registrant is made known to the PEO and PFO as appropriate to allow timely decisions regarding required disclosure.
- (b) There have been no changes in the Registrant s internal control over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the second fiscal quarter of the period covered by the report that has materially affected, or is reasonably likely to materially affect, the Registrant s internal control over financial reporting.

ITEM 12. EXHIBITS.

12(a) (1) Code of Ethics.

12(a) (2) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940.

12(a) (3) Not applicable.

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12(b) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(b) under the Investment Company Act of 1940.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: Invesco Municipal Income Opportunities Trust

By: /s/ Philip A. Taylor  
Philip A. Taylor  
Principal Executive Officer  
Date: May 9, 2013

Pursuant to the requirements of the Securities and Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Philip A. Taylor  
Philip A. Taylor  
Principal Executive Officer  
Date: May 9, 2013

By: /s/ Sheri Morris  
Sheri Morris  
Principal Financial Officer  
Date: May 9, 2013

EXHIBIT INDEX

- |           |                                                                                                                                                      |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12(a) (1) | Code of Ethics.                                                                                                                                      |
| 12(a) (2) | Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940. |
| 12(a) (3) | Not applicable.                                                                                                                                      |
| 12(b)     | Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(b) under the Investment Company Act of 1940. |