Zafari Robert
Form 4
September 06, 2012

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zafari Robert

(Last) (First) (Middle)

C/O INGERSOLL-RAND COMPANY, 800-E BEATY STREET

(Street)

DAVIDSON, NC 28036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Ingersoll-Rand plc [IR]

3. Date of Earliest Transaction (Month/Day/Year)
09/04/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares | 09/04/2012 | | M | | 13,240 | A | $ 32.1825 | 43,058.22 | D | |
| Ordinary Shares | 09/04/2012 | | M | | 14,400 | A | $ 38.685 | 57,458.22 | D | |
| Ordinary Shares | 09/04/2012 | | F | | 21,348 | D | $ 46.05 | 36,110.22 | D | |
| Ordinary Shares | 09/05/2012 | | S | | 6,292 | D | $ 45.44 (1) | 29,818.22 (2) | D | |
| Ordinary Shares (3) | | | | | | | | 2,324.64 | I | By Plan Trustee |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of S |
| Stock Appreciation Rights | $ 32.1825 | 09/04/2012 | | M | | | 13,240 | (4) | 02/03/2014 | Ordinary Shares | 13 |
| Stock Appreciation Rights | $ 38.685 | 09/04/2012 | | M | | | 14,400 | (5) | 02/01/2015 | Ordinary Shares | 14 |
| Phantom Stock Units | $ 0 | 09/05/2012 | | A | | 52.14 | | (6) | (6) | Ordinary Shares | 5 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Zafari Robert<br>C/O INGERSOLL-RAND COMPANY<br>800-E BEATY STREET<br>DAVIDSON, NC 28036 | | | Senior Vice President | |

# Signatures

| /s/ S. Wade Sheek - Attorney-in-Fact | 09/06/2012 |
|---|---|
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**(1)** This transaction was executed in multiple trades ranging from $45.431 to $45.441 per share. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

**(2)** Includes 4,631 ordinary shares that were previously inadvertently omitted.

**(3)** Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

**(4)** Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 02/04/2005.

**(5)** Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 02/02/2006.

**(6)** These Phantom Stock Units are to be settled in cash equal to the fair market value of ordinary shares multiplied by the number of phantom stock units held upon the reporting person's termination of employment with the issuer.

**(7)** Amount represents an approximate number of shares based on the total market value of the reporting person's Company stock fund units, as reported by the trustee of the Company supplemental compensation plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.