#### INGERSOLL RAND CO LTD

Form 4 April 29, 2008

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * SMITH ORIN R			Symbol	2. Issuer Name and Ticker or Trading Symbol INGERSOLL RAND CO LTD [IR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		Earliest Tr			. ,	(Check all applicable)				
C/O INGER COMPANY RIDGE RO		(Month/Day/Year) 04/29/2008				X Director 10% Owner Officer (give title below) Other (specify below)						
KIDOL KO		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
MONTVAI	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execu	eemed tion Date, if h/Day/Year)	Code (Instr. 8)	4. SecurionAcquirec Disposec (Instr. 3,	d (A) of (D) d and (A) or	))	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)		
Common Shares	04/29/2008			M	4,500	A	\$ 23	7,500	D			
Class A Common Shares (DDCP) (1)								42,842.07	D			
Class A Common Shares (DDCP II)								16,198.51	D			

(2)

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

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SEC 1474 (9-02)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (3)	\$ 23	04/29/2008		M	4,500	<u>(4)</u>	05/05/2008	Class A Common Shares	4,500

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SMITH ORIN R

C/O INGERSOLL-RAND COMPANY

C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645

X

### **Signatures**

By:/s/Barbara A. Santoro -Attorney-in-Fact

04/29/2008

\*\*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) Represents units acquired under the IR Director Deferred Compensation Plan (the "DDCP"), which are subject to the vesting provisions of the DDCP. The units are to be converted on a one-for-one basis and settled in Class A common shares upon the

Reporting Owners 2

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reporting person's termination of employment with the issuer, or earlier or later upon certain elections.

- Represents units acquired under the IR Director Deferred Compensation Plan II(the "DDCP II"), which are subject to the vesting provisions of the DDCP II. The units are to be converted on a one-for-one basis and settled in Class A common shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.
- (3) Exercise and hold of 4,500 shares from stock option grant.
- (4) The option vested on the date of grant and became exercisable on the first anniversary of the date of grant.

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.