

SHAWLEY STEVEN R
Form 4
February 19, 2009

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 *
SHAWLEY STEVEN R

2. Issuer Name and Ticker or Trading Symbol
INGERSOLL RAND CO LTD [IR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President and CFO

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

(Street)

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

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

MONTVALE, NJ 07645

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Shares (Performance Shares) ⁽¹⁾ | 02/17/2009 | | F | | 2,002 ⁽²⁾ | D | \$ 0 7,728 ⁽³⁾ |
| Class A Common Shares | 02/17/2009 | | J | | 3,813 ⁽⁴⁾ | A | \$ 0 24,559 |
| Class A Common Shares (EDCP) | 02/17/2009 | | F | | 7,581.33 ⁽⁶⁾ | D | \$ 0 31,081.95 ⁽⁷⁾ |

II) ⁽⁵⁾

| | | | | | | | | |
|--|------------|---|----------------------|---|------|----------|---|--------------------|
| Class A Common Shares | 02/17/2009 | J | 16,877 <u>(8)</u> | A | \$ 0 | 41,436 | D | |
| Class A Common Shares (Restricted Share Units) <u>(9)</u> | | | | | | 13,125 | D | |
| 2009 - 2010 Performance Share Units <u>(10)</u> | | | | | | 44,524 | D | |
| 2009 - 2011 Performance Share Units <u>(11)</u> | | | | | | 44,524 | D | |
| Class A Common Shares (EDCP) <u>(12)</u> | | | | | | 29,507.2 | D | |
| Class A Common Shares <u>(13)</u> | | | | | | 3,152.75 | I | By Plan Trustee |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr | | |
|---|--|---|---|--------------------------------------|--|--|---|---|---|-------|------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAWLEY STEVEN R C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645 | | | Senior Vice President and CFO | |

Signatures

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

02/19/2009

__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) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.
- (2) Represents shares forfeited pursuant to a net settlement procedure for shares granted under the Ingersoll Rand Company Limited Performance Share Program.
Amount reflects the reduction of the forfeited net settlement shares, the resulting net shares that are now directly held as Class A
- (3) Common Shares by the Reporting Person and vested Performance Shares now held under the IR Executive Deferred Compensation Plan II (the "EDCP II").
- (4) Represents shares acquired pursuant to a net settlement procedure for shares granted under the Ingersoll Rand Company Limited Performance Share Program.
Represents units acquired under the EDCP II, which are subject to the vesting provisions of the EDCP II. The units are to be converted
- (5) 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.
- (6) Represents shares forfeited pursuant to a net settlement procedure for shares distributed from the EDCP II.
Amount reflects (i) the reduction of the forfeited net settlement shares, (ii) the reduction of the resulting net shares that are now directly
- (7) held as Class A Common Shares by the Reporting Person, and (iii) the addition of the vested Performance Shares deferred into the EDCP II.
- (8) Represents shares acquired pursuant to a net settlement procedure for shares distributed from the EDCP II.
- (9) Restricted share units vest in three annual installments beginning on February 12, 2010.
Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the
- (10) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.
Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the
- (11) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.
Represents units acquired under the IR Executive Deferred Compensation Plan (the "EDCP"), which are subject to the vesting
- (12) provisions of the EDCP. 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.
- (13) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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