AVEDON MARCIA J

Form 4

February 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per

burden hours per response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

II) $\underline{^{(5)}}$

(Print or Type Responses)

`	,									
1. Name and Address of Reporting Person * AVEDON MARCIA J			2. Issuer Na Symbol Ingersoll-F		eker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) ((Middle)	3. Date of Ea	rliest Trans	action	(Check	c an applicable,	1		
C/O INGERSO COMPANY, O AVENUE		NNIAL	(Month/Day/ 02/12/2010	The state of the s		X_ Officer (give below)	title 10% below) Vice President	r (specify		
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
PISCATAWAY		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(0':)	(0)	(7 :)				i cison				
(City)	(State)	(Zip)	Table I	- Non-Deri	vative Securities Acq	uired, Disposed of	or Beneficiall	y Owne		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Exe	cution Date, if	Code	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7. Natu Indirect Benefic Owners		

(City)	(State) (Zip)	Table I	- Non-Deri	ivative Securities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Ordinary Shares (Restricted Share Units)	02/12/2010		F	974 (2) D \$ 0	6,000 (3)	D	
Ordinary Shares					2,026 (4)	D	
Ordinary Shares (EDCP					20,080.98 (6)	D	

Edgar Filing: AVEDON MARCIA J - Form 4

2009-2010 Performance Share Units (7)	24,637	D	
2009-2011 Performance Share Units (8)	24,637	D	
Ordinary Shares (9)	917.86	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)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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. Transac Code (Instr. 8	ction 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

AVEDON MARCIA J C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855

Senior Vice President

Signatures

/s/ Kenneth H. Yi -Attorney-in-Fact 02/17/2010

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: AVEDON MARCIA J - Form 4

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) Restricted share units vest in three annual installments beginning on February 12, 2010.
- (2) Represents shares forfeited pursuant to a net settlement procedure under the Restricted Share Program.
- (3) Amount reflects the reduction of forfeited net settlement shares as well as the resulting net shares that have vested and are now held directly as ordinary shares by the Reporting Person.
- (4) Represents shares acquired pursuant to a net settlement procedure for the vested Restricted Share Units.
- Represents vested units acquired or deferred under the IR Executive Deferred Compensation Plan II (the "EDCP II"). The units are to be converted on a one-for-one basis and settled in shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.
- (6) Amount includes 7,500 Employment Shares that vested on February 6, 2010 and 4,140 Performance Shares that vested on February 12,
- Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the 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 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.
- (9) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

Remarks:

On July 1, 2009, Ingersoll-Rand plc, an Irish public limited company (the "Company") became the successor of Ingersoll-Rand 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.