

SHAWLEY STEVEN R

Form 4

February 18, 2010

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O INGERSOLL-RAND
COMPANY, ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Restricted Share Units) <u>(1)</u>	02/16/2010		A		14,640	A	\$ 0 23,390
2010 - 2012 Performance Share Units <u>(2)</u>	02/16/2010		A		29,280	A	\$ 0 29,280
Ordinary Shares	02/18/2010		F		9,675.13 <u>(4)</u>	D	\$ 0 0 <u>(5)</u>

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(EDCP II) ⁽³⁾

Ordinary Shares	55,560 ⁽⁶⁾	D	
Ordinary Shares (EDCP) ⁽⁷⁾	30,292.83	D	
2009 - 2010 Performance Share Units ⁽⁸⁾	44,524	D	
2009 - 2011 Performance Share Units ⁽⁹⁾	44,524	D	
Ordinary Shares ⁽¹⁰⁾	17,012.03	D	
Ordinary Shares ⁽¹¹⁾	3,633.33	I	By Plan Trustee

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

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(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 31.59	02/16/2010		A	41,406	⁽¹²⁾ 02/15/2020	Ordinary Shares	41,406

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAWLEY STEVEN R C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855			Senior Vice President and CFO	

Signatures

/s/ Kenneth H. Yi -
Attorney-in-Fact

02/18/2010

__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) Restricted Share Units vest in three equal annual installments beginning on the first anniversary of the date of grant.
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 companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2013.
- (2) 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.
- (3) Represents shares forfeited pursuant to a net settlement procedure for shares distributed from the EDCP II.
- (4) Amount reflects the reduction of the forfeited net settlement shares as well as the resulting net shares that are now directly held as ordinary shares by the Reporting Person.
- (5) Includes shares acquired pursuant to a net settlement procedure for shares distributed from the EDCP II. Deferred distribution of stock grants previously included here are now disclosed as a separate item.
- (6) Represents vested units acquired or deferred under the IR Executive Deferred Compensation Plan (the "EDCP"). 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.
- (7) 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 companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.
- (8) 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 companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.
- (9) Deferred distribution of stock grants awarded under the Company's Incentive Stock Plan. Deferred shares reflect any accrued dividends on such shares. These shares were previously included with the ordinary shares held by the Reporting Person.
- (10) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (11) The options vest in three equal annual installments beginning on February 16, 2011.

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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