

Ingersoll-Rand plc
Form 4
March 02, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAULD WILLIAM B

(Last) (First) (Middle)

**C/O INGERSOLL-RAND
COMPANY, ONE CENTENNIAL
AVENUE**

(Street)

PISCATAWAY, NJ 08854

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ingersoll-Rand plc [IR]

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

02/28/2011

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 ____ Other (specify
below) 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)
2009 - 2010 Performance Share Units ⁽¹⁾	02/28/2011		F	6,254 ⁽²⁾	D \$ 0 0	D	
2009 - 2011 Performance Share Units ⁽³⁾					21,372	D	
2010 - 2012 Performance Share Units ⁽⁴⁾					11,395	D	
Ordinary					16,872 ⁽⁵⁾	D	

Shares

Ordinary Shares ⁽⁶⁾	3,122.42	I	By Plan Trustee
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Ordinary Shares (Restricted Share Units) ⁽⁷⁾	7,710	D	
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Ordinary Shares (EDCP II) ⁽⁸⁾	33,576.75	D	
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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GAULD WILLIAM B C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08854	Senior Vice President

Signatures

/s/ Kenneth Yi -
Attorney-in-Fact

03/02/2011

__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) The actual number of vested Performance Shares were paid out as ordinary shares at approximately 0.8177 of the previously reported target number. Following this net settlement transaction, the resulting net shares are now held directly as ordinary shares by the Reporting Person.

(2) Represents shares forfeited pursuant to a net settlement procedure in connection with the vesting of Performance Share Units.

(3) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2012.

(4) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2013.

(5) Includes the ordinary shares acquired pursuant to the net settlement procedure for the vested Performance Share Units (described in this filing).

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

(7) Restricted Share Units vest in three (3) equal annual installments beginning on the first anniversary of the date of grant. Upon vesting, each unit is convertible into one (1) ordinary share of the Issuer.

(8) 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.

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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