

Zafari Robert  
Form 4  
May 10, 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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zafari Robert

(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)

05/06/2011

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<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Ordinary<br>Shares                        | 05/06/2011                              |                                                             | M                                    | 13,153 A                                                                | \$<br>16.85                                                                                                        | 25,552                                                                  | D                                                                 |
| Ordinary<br>Shares                        | 05/06/2011                              |                                                             | S                                    | 13,153 D                                                                | \$<br>49.97<br>(1)                                                                                                 | 12,399                                                                  | D                                                                 |
| Ordinary<br>Shares                        |                                         |                                                             |                                      |                                                                         | 1,342.06                                                                                                           | I                                                                       | By Plan<br>Trustee                                                |
| 2009 - 2011<br>Performance<br>Share Units |                                         |                                                             |                                      |                                                                         | 9,931                                                                                                              | D                                                                       |                                                                   |

(2)

2010 - 2012  
Performance  
Share Units

6,331 D

(3)

2011 - 2013  
Performance  
Share Units

8,451 D

(4)

Ordinary  
Shares  
(Restricted  
Share Units)

8,075 D

(5)

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.85                                                           | 05/06/2011                              |                                                             | M                                    | 13,153                                                                                                       | <u>(6)</u> 02/11/2019                                          | Ordinary<br>Shares                                                  | 13,153                                 |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|----------------------------------------------------------------------|----------------------------------|
|                                                                      | Director 10% Owner Officer Other |
| Zafari Robert<br>C/O INGERSOLL-RAND COMPANY<br>ONE CENTENNIAL AVENUE | Senior Vice President            |

PISCATAWAY, NJ 08854

## Signatures

/s/ Kenneth Yi -  
Attorney-in-Fact

05/10/2011

\_\_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).

The reported price is the weighted average price for the transactions on May 6, 2011. The range of prices for the transactions is from

- (1) \$49.96 to \$50.00 per share. Information regarding the number of shares disposed at each separate price will be provided upon request of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the

- (2) 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.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the

- (3) 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.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the

- (4) 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 2014.

- (5) 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.

- (6) The stock options, which have a ten-year term, vest in three equal installments beginning on 02/12/2010.

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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