

COHON JARED L
Form 4
September 01, 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 *
COHON JARED L

(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)

09/01/2011

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)

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)
Ordinary Shares	09/01/2011		M	14,400	A \$ 10.07 34,120	D	
Ordinary Shares	09/01/2011		S	12,400	D \$ 32.808 21,720	D	
Ordinary Shares						I	By Spouse
Ordinary Shares (TDCP) ⁽²⁾					1,655.51	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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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.07	09/01/2011		M	14,400	(3) 02/07/2012	Ordinary Shares	14,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COHON JARED L C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08854	X

Signatures

/s/ S. Wade Sheek -
Attorney-in-Fact
09/01/2011
Date

**Signature of Reporting Person

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) This transaction was executed in multiple trades ranging from \$32.80 to \$32.831 per share. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) Represents units acquired under the Trane Deferred Compensation Plan ("TDPCP"). The units are to be converted on a one-for-one basis and settled in ordinary shares of the Company, less applicable withholding taxes, upon the reporting person's termination of employment with the Company, or earlier or later upon certain elections.

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- (3) Options were originally granted under the Trane incentive stock plans and were converted into options to purchase shares of the Company effective upon the merger of Trane with Indian Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of the Company, on June 5, 2008. Pursuant to the terms of the Merger Agreement among the Company, Trane and Merger Sub, all Trane options, whether or not exercisable or vested at the time of the merger, became fully vested and exercisable at the time of the merger.

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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