

SHAWLEY STEVEN R

Form 4

October 04, 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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(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 08854

(City) (State) (Zip)

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

Ingersoll-Rand plc [IR]

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

09/30/2011

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 and CFO

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)
Ordinary Shares (EDCP)	09/30/2011		A	130.91 (1)	A \$ 0 30,775.35	D	
Ordinary Shares (EDCP II)	09/30/2011		A	158.82 (1)	A \$ 0 37,335.71	D	
Ordinary Shares (Deferred ISP)	09/30/2011		A	75.93 (1)	A \$ 0 17,251.63	D	

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Ordinary Shares	61,489	D	
Ordinary Shares (Restricted Share Units)	23,906	D	
Ordinary Shares	4,087.63 ⁽²⁾	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. Price of Deriva Securiti (Instr.
				Code	V	(A)	(D)	
Phantom Stock Units	\$ 0	09/30/2011		A		46.35 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>
							Ordinary Shares	46.35

Reporting Owners

Reporting Owner Name / Address	Relationships
SHAWLEY STEVEN R C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08854	Director 10% Owner Officer Other Senior Vice President and CFO

Signatures

/s/ S. Wade Sheek -
Attorney-in-Fact

10/04/2011

**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) Reflects acquisition of dividend equivalents paid on Company stock held through Company deferred compensation plans.
- (2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (3) Reflects acquisition of dividend equivalents paid on Company stock held through Company supplemental compensation plans.
- (4) These Phantom Stock Units are to be settled in cash equal to the fair market value of ordinary shares multiplied by the number of phantom stock units held upon the reporting person's termination of employment with the issuer.
- (5) Amount represents an approximate number of shares based on the total market value of the reporting person's Company stock fund units, as reported by the trustee of the Company supplemental compensation plans.

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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