

Ingersoll-Rand plc
Form 4
September 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
LAMACH MICHAEL W

(Last) (First) (Middle)

C/O INGERSOLL-RAND
COMPANY, 800-E BEATY
STREET

(Street)

DAVIDSON, NC 28036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2013

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)
President and CEO

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 | 09/09/2013 | | M ⁽¹⁾ | V A | \$ 100,000 38.685 | A | D |
| Ordinary Shares | 09/09/2013 | | M ⁽¹⁾ | V A | \$ 50,000 16.845 | A | D |
| Ordinary Shares | 09/09/2013 | | M ⁽¹⁾ | V A | \$ 66,125 16.845 | A | D |
| Ordinary Shares | 09/09/2013 | | S ⁽¹⁾ | V D | \$ 216,125 62.5 | D | D |
| Ordinary Shares | 09/06/2013 | | G | V A | 2,650 \$ 0 | A | I By trust |

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(Trust 1)

| | | | | | | | | | |
|--------------------------------|------------|---|---|-------|---|------|-----------------------|---|-----------------------------------|
| Ordinary Shares (GRAT) | 09/06/2013 | G | V | 2,650 | D | \$ 0 | 5,300 | I | By grantor retained annuity trust |
| Ordinary Shares (Trust 2) | 09/06/2013 | G | V | 2,650 | A | \$ 0 | 2,650 ⁽³⁾ | I | By trust |
| Ordinary Shares (GRAT) | 09/06/2013 | G | V | 2,650 | D | \$ 0 | 2,650 | I | By grantor retained annuity trust |
| Ordinary Shares (Trust 3) | 09/06/2013 | G | V | 2,650 | A | \$ 0 | 2,650 ⁽³⁾ | I | By trust |
| Ordinary Shares (GRAT) | 09/06/2013 | G | V | 2,650 | D | \$ 0 | 0 | I | By grantor retained annuity trust |
| Ordinary Shares ⁽⁴⁾ | | | | | | | 2,012.9 | I | By Plan Trustee |
| Ordinary Shares (GRAT) | | | | | | | 20,000 ⁽⁵⁾ | I | By grantor retained annuity trust |

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

| | | | | | | | | Shares |
|--------------------------------------|-----------|------------|---|---------|------------|------------|--------------------|---------|
| Stock Option (Right to Buy) | \$ 38.685 | 09/09/2013 | M | 100,000 | <u>(6)</u> | 02/01/2015 | Ordinary Shares | 100,000 |
| Stock Option (Right to Buy) | \$ 16.845 | 09/09/2013 | M | 50,000 | <u>(6)</u> | 02/11/2019 | Ordinary Shares | 50,000 |
| Stock Option (Right to Buy) | \$ 16.845 | 09/09/2013 | M | 66,125 | <u>(6)</u> | 02/11/2019 | Ordinary Shares | 66,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAMACH MICHAEL W C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036 | X | | President and CEO | |

Signatures

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

09/11/2013

__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) Transaction executed pursuant to a Rule 10b5-1 Plan adopted by the reporting person on July 22, 2013.
- (2) On September 6, 2013, the grantor annuity trust established on September 2, 2011 distributed 5,700 shares to the reporting person. The reporting person is trustee of the trust.
- (3) Represents shares distributed from the reporting person's grantor annuity trust established on September 2, 2011 as a gift to an irrevocable trust for the benefit of the reporting person's child.
- (4) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (5) On September 6, 2013, the reporting person contributed 20,000 ordinary shares to a grantor retained annuity trust for the benefit of himself and his children. The reporting person is the trustee.
- (6) The options vest in three equal annual installments on the first, second and third anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.