

INGERSOLL RAND CO LTD

Form 4

March 03, 2009

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NACHTIGAL PATRICIA

(Last) (First) (Middle)

C/O INGERSOLL-RAND  
COMPANY, 155 CHESTNUT  
RIDGE ROAD

(Street)

MONTVALE, NJ 07645

(City) (State) (Zip)

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

INGERSOLL RAND CO LTD [IR]

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

03/02/2009

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)

Senior Vice President

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<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.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                     | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
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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<br>Derivative | 2.<br>Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4.<br>Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Pr<br>Deri |
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|----------------------------|--------------------------------------------|-------------------------------------------------|---------------|
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|----------------------------|--------------------------------------------|-------------------------------------------------|---------------|

## Edgar Filing: INGERSOLL RAND CO LTD - Form 4

| Security<br>(Instr. 3)                     | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    | Secu<br>(Instr.             |                                     |
|--------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|-----------------------------|-------------------------------------|
|                                            |                                                   |                         | Code               | V                                                                              | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title                       | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Stock<br>Units<br>(MIU<br>Plan) | <u>(1)</u>                                        | 03/02/2009              | A                  |                                                                                | 339.18           |     | <u>(1)</u>          | <u>(1)</u>         | Class A<br>Common<br>Shares | 339.18                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |                       |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                                   | Director      | 10% Owner | Officer               | Other |
| NACHTIGAL PATRICIA<br>C/O INGERSOLL-RAND COMPANY<br>155 CHESTNUT RIDGE ROAD<br>MONTVALE, NJ 07645 | X             |           | Senior Vice President |       |

## Signatures

/s/ Barbara A. Santoro -  
Attorney-in-Fact

03/03/2009

          \*\*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).

These Phantom Stock Units were acquired under the Ingersoll-Rand Company Management Incentive Unit Plan (the "MIU Plan") and,

- (1) subject to the vesting provisions of the MIU Plan, are to be settled in cash after the reporting person's termination of employment with the issuer either over a 10-year period or as a lump sum on a date elected by the reporting person.

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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