

Katz Robert L
Form 4
December 02, 2010

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 *
Katz Robert L

(Last) (First) (Middle)

C/O INGERSOLL RAND
COMPANY, ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

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

Ingersoll-Rand plc [IR]

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

12/01/2010

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 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)
			Code	V	Amount (A) or (D)	Price	
2009-2011 Performance Share Units ⁽¹⁾	12/01/2010		A		2,775	A \$ 0	2,775 D
2010-2012 Performance Share Units ⁽²⁾	12/01/2010		A		5,153	A \$ 0	5,153 D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. F Der Sec (Ins
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (right to buy)	\$ 42.06	12/01/2010		A		5,500	(3) 11/30/2020	Ordinary Shares 5,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Katz Robert L C/O INGERSOLL RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855			Senior Vice President	

Signatures

/s/ Kenneth H. Yi -
Attorney-in-Fact

12/02/2010

**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).

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the
(1) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to 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 0 to two times the
(2) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2013.

(3) The options vest in three equal annual installments beginning on December 1, 2011.

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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