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INGERSOLI Form 4 June 11, 200	L RAND CO LTD 7						
FORM	14						
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may com <i>See</i> Instr 1(b).	UNITED STAT	COMMISSION	OMB Number:	3235-0287			
	 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 					January 31, 2005 ed average nours per e 0.5	
(Print or Type F	Responses)						
	ddress of Reporting Person CHRISTOPHER P	Symbol	Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u></u>			
(Last)	(First) (Middle)	3. Date of	Earliest Transaction				
	SOLL-RAND 7, 155 CHESTNUT AD	(Month/D 06/08/20	-				
MONTVAL	(Street) J.E, NJ 07645		ndment, Date Original th/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Table	e I - Non-Derivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. 1 (Month/Day/Year) Exec any (Mon		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Shares				19,240	D		
Class A Common Shares (1)				21,197.71	I	By Plan Trustee	

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

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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. Transactic Code (Instr. 8)	orDeri Secu Acq Disp	umber of vative urities uired (A) or posed of (D) r. 3, 4, and 5)	Expiration Date Underlyin		7. Title and 2 Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (EDCP)	(2)	06/08/2007		Ι		6,241.35	(2)	(2)	Class A Common Stock	6,241.35
Phantom Stock Units (EDCP II)	<u>(4)</u>	06/08/2007		Ι		33,533.81	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	33,533.81

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
VASILOFF CHRISTOPHER P C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645			Senior Vice President			
Signatures						
By:/s/Barbara A. Santoro - Attorney-in-Fact		06/11/2007				
**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) Latest available information as of the prior month end provided by the trustee of the Ingersoll-Rand Employee Savings Plan and the Ingersoll-Rand Company Leveraged Employee Stock Ownership Plan.
- (2) These Phantom Stock Units were acquired under the IR Executive Deferred Compensation Plan (the "EDCP"), and, subject to the vesting provisions of the EDCP, are convertible on a one-for-one basis.

The Reporting Person effected an intra-plan transfer of funds held in the Company stock fund to another investment option under the(3) EDCP. The transaction was a discretionary transaction exempt under 16b-3(f). The transaction resulted in a disposition of 6,241.35 shares of phantom stock at \$51.15 per share.

(4) These Phantom Stock Units were acquired under the IR Executive Deferred Compensation Plan II (the "EDCP II"), and, subject to the vesting provisions of the EDCP II, are convertible on a one-for-one basis.

The Reporting Person effected an intra-plan transfer of funds held in the Company stock fund to another investment option under the 12252201

(5) EDCP II. The transaction was a discretionary transaction exempt under 16b-3(f). The transaction resulted in a disposition of 33,533.81 shares of phantom stock at \$51.15 per share.

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.