LAMACH MICHAEL W

Form 4

February 20, 2008

FORM 4 IIN

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Section 16. SECURITIES
Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addr LAMACH MIO	2. Issuer Name and Ticker or Trading Symbol INGERSOLL RAND CO LTD [IR]				Is	5. Relationship of Reporting Person(s) to Issuer					
(Last) C/O INGERSO COMPANY, 1. RIDGE ROAD	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2008					(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President					
MONTVALE,	(Street) NJ 07645		4. If Amendment, Date Original Filed(Month/Day/Year)				A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Exec		3. Transaction Code (Instr. 8)		ies Ac sposed	quired of	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)	
Class A Common Shares (Performance Shares) (1)	02/15/2008			A	13,956	A	\$0	13,956	D		
Class A Common Shares (EDCP II) (2) (3)								41,841.34	D		
Class A Common								675.52	I	By Plan Trustee	

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Shares (4)

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

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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 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. Transacti Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	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)	\$ 39	02/15/2008		A	48,510	<u>(5)</u>	02/14/2018	Class A Common Shares	48,510

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAMACH MICHAEL W C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645

Senior Vice President

Signatures

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

02/19/2008

**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) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.
- Represents units acquired under the IR Executive Deferred Compensation Plan II (the "EDCP II"). The units are to be converted on a one-for-one basis and settled in Class A common shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.

Reporting Owners 2

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Prior to a recent amendment in the provisions of the EDCP II, ownership of these units had been reported in Table II of Forms 3, 4 and 5.

- (3) Under the EDCP II, as amended, units can only be settled in Class A common shares of the issuer, so their ownership is now being reported in Table I.
- (4) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (5) The option vests in three equal annual installments beginning on 2/15/2009.

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.