BERZIN ANN C Form 4 March 04, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287 January 31,

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

1. Name and Address of Reporting Person \* BERZIN ANN C

(First)

2. Issuer Name and Ticker or Trading Symbol

INGERSOLL RAND CO LTD [IR]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

03/03/2008

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/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

MONTVALE, NJ 07645

(City)	(State)	Zip) Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit Transaction(A) or Dis Code (D) (Instr. 8) (Instr. 3, 4)		4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common			Code V	Amount	or (D)	Price	(Instr. 3 and 4) 4,000	D		
Shares										
Class A Common Shares (DDCP) (1)	03/03/2008		A	56.77	A	(1)	13,510.9	D		
Class A Common Shares (DDCP II)	03/03/2008		A	610.55	A	(2)	13,365.46	D		

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other BERZIN ANN C X

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

### **Signatures**

By:/s/Barbara A. Santoro -03/04/2008 Attorney-in-Fact

> \*\*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 units acquired under the IR Director Deferred Compensation Plan (the "DDCP"), which are subject to the vesting (1) provisions of the DDCP. 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.
- **(2)** Represents units acquired under the IR Director Deferred Compensation Plan II (the "DDCP II"), which are subject to the vesting provisions of the DDCP II. The units are to be converted on a one-for-one basis and settled in Class A common shares upon the

Reporting Owners 2

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reporting person's termination of employment with the issuer, or earlier or later upon certain elections.

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.