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INGERSOLL RAND CO LTD

Form 4

September 03, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

6,000

D

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

Washington, D.C. 20549

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

Common

Shares

(Print or Type Responses)

1. Name and Address of Reporting Person *

GODSOE PETER C			Symbol INGERSOLL RAND CO LTD [IR]					Issuer (Charle all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)						
C/O INGERSOLL RAND COMPANY, 155 CHESTNUT RIDGE ROAD			(Month/Day/Year) 09/02/2008					X_ Director 10% Owner Other (specify below)					
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
MONTHALA	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting							
MONTVAL						Person							
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties Acq	quired, Disposed	of, or Beneficial	lly Owned			
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			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)			
C1 A				Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Class A Common Shares	09/02/2008			A	119.39	A	<u>(1)</u>	24,335.46	I	DDCP (1)			
Class A Common Shares	09/02/2008			A	692.1	A	<u>(2)</u>	9,128.41	I	DDCP II			
Class A													

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. Transaction Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired			7. Title Amour Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

X

Signatures

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

09/03/2008

**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).
- Represents units acquired under the IR Director Deferred Compensation Plan (the "DDCP"), which are subject to the vesting 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 service as a director of the issuer, or earlier or later upon certain elections.
- 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 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.

Reporting Owners 2