LAMACH MICHAEL W
Form 4
February 17, 2009

# FORM 4

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

**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

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMACH MICHAEL W

(Last) (First) (Middle)

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

(Street)

MONTVALE, NJ 07645

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INGERSOLL RAND CO LTD [IR]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2009

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 below) _____ Other (specify below)
President and COO

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 | | | |
| Class A Common Shares (Restricted Share Units) (1) | 02/12/2009 | | A | | 13,225 | A | $ 0 | 13,225 | D | |
| Class A Common Shares (Performance Shares) (2) | 02/12/2009 | | A | | 6,624 | A | $ 0 | 20,580 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 2009 - 2010 Performance Share Units (3) | 02/12/2009 | | A | 53,429 | A | $ 0 | 53,429 | D | |
| 2009 - 2011 Performance Share Units (4) | 02/12/2009 | | A | 53,429 | A | $ 0 | 53,429 | D | |
| Class A Common Shares (EDCP II) (5) | | | | | | | 42,925.79 | D | |
| Class A Common Shares (6) | | | | | | | 983.63 | I | By Plan Trustee |

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. 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 D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | $ 16.85 | 02/12/2009 | | A | | 50,000 | | (7) | 02/11/2019 | Class A Common Shares | 50,000 | |
| Stock Option (right to buy) | $ 16.85 | 02/12/2009 | | A | | 66,125 | | (8) | 02/11/2019 | Class A Common Shares | 66,125 | |

# 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

President and COO

# Signatures

By: /s/ Barbara A. Santoro - Attorney-in-Fact 02/17/2009

**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)** Restricted share units vest in three annual installments beginning on February 12, 2010.

**(2)** These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.

**(3)** Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.

**(4)** Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.

**(5)** Represents units acquired under the IR Executive Deferred Compensation Plan II (the "EDCP II"), which are subject to the vesting provisions of 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.

**(6)** Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

**(7)** The options will fully vest and became exercisable three years from the date of grant.

**(8)** The options vest in three equal annual installments beginning on February 12, 2010.

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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