

Conover, IV John W.
Form 3
July 09, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Conover, IV John W.
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/01/2009

3. Issuer Name and Ticker or Trading Symbol
Ingersoll-Rand plc [IR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Senior Vice President

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O INGERSOLL-RAND
COMPANY, ONE
CENTENNIAL AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares ⁽¹⁾	12,327.69	I	By Plan Trustee
Ordinary Shares (Trane Deferred Compensation Plan) ⁽²⁾	3,277.12	D	^
Ordinary Shares (Restricted Share Units) ⁽³⁾	5,059	D	^
2009-2010 Performance Share Units ⁽⁴⁾	13,654	D	^
2009-2011 Performance Share Units ⁽⁵⁾	13,654	D	^
Notional Shares (NQ-TSSP) ⁽⁶⁾	1,855.99	D	^

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â (7)	02/05/2017	Ordinary Shares	13,440	\$ 34.21	D	Â
Stock Option (Right to Buy)	06/06/2011 ⁽⁸⁾	06/05/2018	Ordinary Shares	100,000	\$ 43.46	D	Â
Stock Option (Right to Buy)	02/15/2009 ⁽⁹⁾	06/05/2018	Ordinary Shares	15,000	\$ 43.46	D	Â
Stock Option (Right to Buy)	02/12/2010 ⁽¹⁰⁾	02/11/2019	Ordinary Shares	25,296	\$ 16.85	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conover, IV John W. C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	Â	Â	Â Senior Vice President	Â

Signatures

By: Kenneth H. Yi -
Attorney-in-Fact

07/09/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares held in the Trane Savings Plan.
- (2) Represents units acquired under the Trane Deferred Compensation Plan. The units are to be converted on a one-for-one basis and settled in ordinary shares of the Company, less applicable withholding taxes, upon the reporting person's termination of employment with the Company, or earlier or later upon certain elections.
- (3) Restricted share units vest in three annual installments beginning on February 12, 2010.
- (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 2011.

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- (5) 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.
- (6) These Notional Shares were acquired under the Trane Inc. Supplemental Savings Plan (the "NQ-TSSP") and are to be settled in shares of the Company after termination of employment.
- (7) Options were originally granted under the Trane incentive stock plans and were converted into options to purchase shares of the Company effective upon the merger of Trane with Indian Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of the Company, on June 5, 2008. Pursuant to the terms of the Merger Agreement among the Company, Trane and Merger Sub, all Trane options, whether or not exercisable or vested at the time of the merger, became fully vested and exercisable at the time of the merger.
- (8) The options vest 50% on June 6, 2011, 25% on June 6, 2012 and 25% on June 6, 2013.
- (9) The options vest in three equal annual installments beginning on February 15, 2009.
- (10) The options vest in three equal annual installments beginning on February 12, 2010.

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Remarks:

On July 1, 2009, Ingersoll-Rand plc, an Irish public limited company (the "Company") became the

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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