INGERSOLL RAND CO LTD

Form 4

(DDCP II)

December 05, 2007

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FORM	4			NID DWG	TT 4 %	ion (PPROVAL		
	CIVITEDS	TATES SECUI Wa	RITIES A shington,			NGE (COMMISSION	OMB Number:	3235-0287		
Check thi								Expires:	January 31,		
if no long subject to Section 10 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 0.5		
Form 5 obligation may continued to the second secon	Section 17(a)	uant to Section 1) of the Public U 30(h) of the Ir	tility Holo	ding Com	pany	Act of	f 1935 or Section	n			
(Print or Type R	Responses)										
GODSOE PETER C Symbol			r Name and				5. Relationship of Reporting Person(s) to Issuer				
		INGER	SOLL RA	IND CO	LID	[IK]	(Check all applicable)				
(Last)	(Month/Da			ansaction			X Director 10% Owner Officer (give title Other (specify				
	, 155 CHESTNUT	12/03/2 Г	.007				below)	below)	(«F)		
	(Street) 4. If Amen Filed(Mont						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MONTVAL	E, NJ 07645						Form filed by M Person	Iore than One Re	eporting		
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	ecuri	ties Acq	quired, Disposed of	, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	of 2. Transaction Date 2A. Deemed ty (Month/Day/Year) Execution Date, if			on(A) or Dis (D) (Instr. 3, 4	sposed 4 and : (A) or	1 of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class A Common Shares			Code V	Amount	(D)	Price	6,000	D			
Class A Common Shares (DDCP) (1)	12/03/2007		A	84.46	A	(1)	24,014.72	D			
Class A Common Shares	12/03/2007		A	489.61	A	<u>(2)</u>	7,269.09	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.

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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. Transa Code (Instr. 3	ction 8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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 GODSOE PETER C C/O INGERSOLL-RAND COMPANY X 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645

Signatures

By:/s/Barbara A. Santoro -12/05/2007 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.