

Ingersoll-Rand plc
Form 4
October 27, 2009

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HENKEL HERBERT L

(Last) (First) (Middle)

**C/O INGERSOLL RAND
COMPANY, ONE CENTENNIAL
AVENUE**

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 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 |
| Ordinary Shares | 10/26/2009 | | M | | 50,000 | A | \$ 26.52 |
| Ordinary Shares | 10/26/2009 | | S | | 30,500 | D | \$ 33.96 (1) |
| Ordinary Shares | 10/26/2009 | | S | | 19,500 | D | \$ 34.76 (2) |
| Ordinary Shares | | | | | | | 55,200 |

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| | | | | | | | |
|----------------------------------------------|--|------------|---|--|--|--|-----------------|
| (Performance Shares) <u>(3)</u> | | | | | | | |
| 2009-2010 Performance Share Units <u>(4)</u> | | 222,618 | D | | | | |
| 2009-2011 Performance Share Units <u>(5)</u> | | 222,618 | D | | | | |
| Ordinary Shares <u>(6)</u> | | 228,743.72 | D | | | | |
| Ordinary Shares (EDCP) <u>(7)</u> | | 221,534.43 | D | | | | |
| Ordinary Shares (EDCP II) <u>(8)</u> | | 156,853.76 | D | | | | |
| Ordinary Shares <u>(9)</u> | | 10,628.41 | I | | | | By Plan Trustee |

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

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

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(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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy) | \$ 26.52 | 10/26/2009 | | M | 50,000 | <u>(10)</u> 01/02/2010 | Ordinary Shares | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENKEL HERBERT L C/O INGERSOLL RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855 | X | | Chairman and CEO | |

Signatures

Kenneth H. Yi -
Attorney-in-Fact

10/27/2009

__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) The reported price is the weighted average price for the transactions on October 26, 2009. The range of prices for the transactions is from \$33.74 to \$34.16 per share. Information regarding the number of shares purchased at each separate price will be provided upon request of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

(2) The reported price is the weighted average price for the transactions on October 26, 2009. The range of prices for the transactions is from \$34.20 to \$35.17 per share. Information regarding the number of shares purchased at each separate price will be provided upon request of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

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

(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.

(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) Deferred distribution of stock grants awarded under the Company's Incentive Stock Plan. Deferred shares reflect any accrued dividends on such shares.

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

(8) 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.

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

(10) The option vested in three equal annual installments on the first, second and third anniversaries of the date of grant.

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.