

INGERSOLL RAND CO LTD
 Form 4
 February 20, 2008

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, 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)

02/15/2008

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, President 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. Code	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Shares ⁽¹⁾					212,600	D	
Class A Common Shares					6,000	D	
Class A Common Shares (Performance Shares) ⁽²⁾	02/15/2008		A		116,300	A	\$ 0 116,300 D

Class A Common Shares (EDCP I) <u>(3)</u> <u>(5)</u>	210,747.52	D	
Class A Common Shares (EDCP II) <u>(4)</u> <u>(5)</u>	39,026.63	D	
Class A Common Shares <u>(6)</u>	8,411.92	I	By Plan Trustee
Class A Common Shares <u>(8)</u>	0	I	By Child

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

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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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 39	02/15/2008		A	337,500	<u>(7)</u>	02/14/2018	Class A Common Shares	337,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENKEL HERBERT L C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	X		Chairman, President and CEO	

Signatures

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

02/19/2008

__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).
- (1) Deferred distribution of stock grants awarded under the Company's Incentive Stock Plan. Awards include tax withholding rights.
- (2) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.
Represents units acquired under the IR Executive Deferred Compensation Plan I (the "EDCP I"). The units are to be converted on a
- (3) 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.
Represents units acquired under the IR Executive Deferred Compensation Plan II (the "EDCP II"). The units are to be converted on a
- (4) 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.
Prior to recent amendments in the provisions of the EDCP I and EDCP II, ownership of these units had been reported in Table II of Forms
- (5) 3, 4 and 5. Under the EDCP I and EDCP II, as amended, units can only be settled in Class A common shares of the issuer, so their ownership is now being reported in Table I.
- (6) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan (which now includes amounts previously held in the I-R/Clark Leveraged Employee Stock Ownership Plan).
- (7) The option vests in three equal annual installments beginning on 2/15/2009.
Shares owned by an adult child of the reporting person who lived with the reporting person were previously reported separately. The
- (8) reporting person disclaimed beneficial ownership of those securities. The adult child no longer lives with the reporting person and reporting of those securities is being discontinued.

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.