

PELTZ NELSON
Form 3
August 15, 2012

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| PELTZ NELSON | | (Month/Day/Year) | Ingersoll-Rand plc [IR] | |
| (Last) | (First) | (Middle) | 08/10/2012 | |
| 280 PARK AVENUE, 41ST FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10017 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|-------------|---------------------|--------------------|---------|------------|-----------|--|
| Put-Call Option (right and obligation to buy) | Â (1)(2)(3) | 06/01/2014(1)(2)(3) | Ordinary Shares | 168,035 | \$ 41.3195 | I (4) (5) | Please see explanation below (4) (5) |
| Put-Call Option (right and obligation to buy) | Â (1)(2)(3) | 06/01/2014(1)(2)(3) | Ordinary Shares | 529,424 | \$ 41.3579 | I (4) (5) | Please see explanation below (4) (5) |
| Put-Call Option (right and obligation to buy) | Â (1)(2)(3) | 06/01/2014(1)(2)(3) | Ordinary Shares | 21,745 | \$ 41.4842 | I (4) (5) | Please see explanation below (4) (5) |
| Put-Call Option (right and obligation to buy) | Â (1)(2)(3) | 10/28/2013(1)(2)(3) | Ordinary Shares | 260,386 | \$ 42.0172 | I (4) (5) | Please see explanation below (4) (5) |
| Put-Call Option (right and obligation to buy) | Â (1)(2)(3) | 10/28/2013(1)(2)(3) | Ordinary Shares | 183,601 | \$ 42.1184 | I (4) (5) | Please see explanation below (4) (5) |
| Put-Call Option (right and obligation to buy) | Â (1)(2)(3) | 10/28/2013(1)(2)(3) | Ordinary Shares | 635,255 | \$ 42.4889 | I (4) (5) | Please see explanation below (4) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| PELTZ NELSON 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | Â X | Â | Â | Â |
| Trian Fund Management, L.P. 280 PARK AVENUE NEW YORK, NY 10017 | Â X | Â | Â | less than 10% owner |

Signatures

| | |
|---|------------|
| Stacey L. Sayetta, Attorney-in-Fact for Nelson Peltz | 08/15/2012 |
| _____ **Signature of Reporting Person | Date |
| By: Stacey L. Sayetta, Attorney-in-Fact for Peter W. May, member of the general partner of Trian Fund Management, L.P. | 08/15/2012 |
| _____ **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) Each of Trian Onshore, Trian Offshore and TPSIF (collectively, the "Trian Option Holders") have entered into a series of privately negotiated back-to-back call and put transactions (the "Options") with two counterparties ("Counterparty 1" and "Counterparty 2") through which they acquired an economic interest in the indicated shares. In these transactions, simultaneously with the purchase of each

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call option from a counterparty, the Trian Option Holders also sold a put option to such counterparty for the same number of shares.

(FN 1, contd.) Pursuant to the put option, if on the expiration date of the Options (which expiration date may be extended by Counterparty 1 or Counterparty 2, as applicable at its option, for 2 years or 18 months respectively, the "Expiration Date"), the exercise price per share of the call option were greater than the closing price of the shares on the Expiration Date (the "Closing Price"), then the counterparty would be entitled to cause the applicable Trian Option Holders, at their election, to either (i) pay the counterparty an amount in cash equal to the product of (a) the excess of the exercise price per share pursuant to such option (the "Exercise Price") over the Closing Price and (b) the number of shares set forth above or (ii) acquire from the counterparty the number of shares set forth above at the Exercise Price.

- (2)

(FN 2, contd.) The call options are exercisable into shares of common stock of the Issuer at any time, in whole or in part, prior to their expiration date. As part of these transactions, the Trian Option Holders pay each counterparty a financing fee based on the number of days that the Options that it holds are outstanding, which fee is calculated using a monthly rate equal to one month LIBOR plus an applicable spread.

- (3)

Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I"), Trian Partners Master Fund (ERISA), L.P., ("Trian ERISA"), Trian Partners Strategic Investment Fund, L.P. ("TPSIF"), Trian Partners Strategic Investment Fund-A, L.P. ("Strategic Fund-A"), Trian Partners Strategic Co-Investment Fund-A, L.P. ("Coinvest Fund-A"), Trian IR Holdco Ltd. ("IR Holdco"), Trian SPV (SUB) VI, L.P. ("SPV VI") and Trian SPV (SUB) VI-A, L.P. ("SPV VI-A" and collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them.

- (4)

(FN 4, contd.) Mr. Peltz is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities.

Accordingly, Mr. Peltz may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Peltz is a director of the Issuer.

- (5)

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Remarks:

Due to SEC limitations of 30 lines per table this is Form 2 of 2 for the reporting persons for

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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