

Conover, IV John W.  
 Form 4  
 April 02, 2013

**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 \*  
 Conover, IV John W.

(Last) (First) (Middle)

C/O INGERSOLL-RAND  
 COMPANY, 800-E BEATY  
 STREET

(Street)

DAVIDSON, NC 28036

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/01/2013

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)  
 Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Ordinary Shares                 | 04/01/2013                           |  | A                              | (A) or (D)<br>Amount Price<br>9.93 \$<br><u>(1)</u> 54.4          | 29,189.87   | D  |                                   |
| Ordinary Shares <sup>(2)</sup>  |                                      |  |                                |   | 13,085.6  | I  | By Plan Trustee                   |

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

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 (9-02)

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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) | 8. Price or Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock Units                        | \$ 0   | 04/01/2013                           |  | A                              | 15.74<br>(1)  | (3)      (3)   | Ordinary Shares   | 15.74      \$ 54                                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Conover, IV John W.<br>C/O INGERSOLL-RAND COMPANY<br>800-E BEATY STREET<br>DAVIDSON, NC 28036 |               |           | Senior Vice President |       |

## Signatures

/s/ S. Wade Sheek - Attorney-in-Fact      04/02/2013

\_\_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) Reflects acquisition of dividend equivalents paid on Company stock held through Company plans. Dividend equivalents are paid at the same rate and at the same time as dividends are paid to Company shareholders.
- (2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (3) These Phantom Stock Units are to be settled in cash equal to the fair market value of ordinary shares multiplied by the number of phantom stock units held upon the reporting person's termination of employment with the issuer.
- (4) Amount represents the number of shares held plus an approximate number of shares based on the total market value of the reporting person's Company stock fund units, as reported by the trustee of the Company supplemental compensation plans.

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.