

Teirlinck Didier P
 Form 3/A
 February 19, 2009

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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Teirlinck Didier P</p> <p>(Last) (First) (Middle)</p> <p>C/O INGERSOLL-RAND COMPANY, 155 CHESTNUT RIDGE ROAD</p> <p>(Street)</p> <p>MONTVALE, NJ 07645</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/04/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INGERSOLL RAND CO LTD [IR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/16/2008</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

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) |
|--|--|---|--|
| Class A Common Shares (Performance Shares) (1) | 4,652 | D | A |
| Class A Common Shares | 2,533 | D | A |

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)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 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) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Appreciation Rights | Â (2) | 10/01/2015 | Class A Common Shares | 2,667 | \$ 38.47 | D | Â |
| Stock Appreciation Rights | Â (2) | 01/31/2016 | Class A Common Shares | 17,580 | \$ 39.43 | D | Â |
| Stock Option (right to buy) | Â (3) | 02/06/2017 | Class A Common Shares | 23,170 | \$ 43.13 | D | Â |
| Stock Option (right to buy) | Â (3) | 02/14/2018 | Class A Common Shares | 25,276 | \$ 39 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Teirlinck Didier P C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645 | Â | Â | Â Senior Vice President | Â |

Signatures

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

02/19/2009

__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) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.
- (2) The Stock Appreciation Rights, when granted, vested in three equal annual installments on the first, second and third anniversaries of the date of grant.
- (3) The options, when granted, vested in three equal annual installments on the first, second and third anniversaries of the date of grant.

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Remarks:

The original Form 3/A filed by the Reporting Person on June 16, 2008 inadvertently omitted the Per
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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