

INGERSOLL RAND CO LTD

Form 4

March 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

02/01/2006

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. 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)
				(A) or (D)			
Class A Common Shares ⁽¹⁾ <u>(10)</u>			Code	V Amount (D) Price	212,600	D	
Class A Common Shares ⁽¹⁾ <u>(11)</u>					6,000	D	
Class A Common Shares ⁽¹⁾ <u>(11)</u>					2,000 ⁽⁹⁾	I	By Child

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Class A
Common
Shares (1) (2)

5,970.32

I

By Plan
Trustee

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy) <u>(1)</u>	\$ 25.55							<u>(3)</u>	03/11/2009	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) <u>(1)</u>	\$ 26.81							<u>(3)</u>	09/30/2009	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) <u>(1)</u>	\$ 20.27							<u>(3)</u>	01/01/2011	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) <u>(1)</u>	\$ 23.31							<u>(3)</u>	05/02/2010	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) <u>(1)</u>	\$ 26.52							<u>(3)</u>	01/02/2010	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) <u>(1)</u>	\$ 20.9							<u>(3)</u>	01/01/2012	Class A Common Shares	<u>(1)</u>
	\$ 20.9							(3)	01/01/2012		<u>(1)</u>

Stock Option (right to buy) ⁽¹⁾									Class A Common Shares	
Stock Option (right to buy) ⁽¹⁾	\$ 19.53					⁽⁴⁾	02/04/2013		Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 32.18					⁽⁴⁾	02/03/2014		Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 38.69					⁽⁴⁾	02/01/2015		Class A Common Shares	⁽¹⁾
Stock Option (right to buy)	\$ 39.43	02/01/2006		A	263,700	⁽⁸⁾	01/31/2016		Class A Common Shares	263,700
Phantom Stock Units (NQ-ESP) ⁽¹⁾ ⁽⁵⁾	⁽⁵⁾					⁽⁵⁾	⁽⁵⁾		Class A Common Shares	⁽¹⁾
Phantom Stock Units (EDCP) ⁽¹⁾ ⁽⁶⁾	⁽⁶⁾					⁽⁶⁾	⁽⁶⁾		Class A Common Shares	⁽¹⁾
Phantom Stock Units (EDCP II) ⁽¹⁾ ⁽⁷⁾	⁽⁷⁾					⁽⁷⁾	⁽⁷⁾		Class A Common Shares	⁽¹⁾

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

03/16/2006

__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) Adjusted to reflect the two-for-one stock split paid in the form of a 100% stock dividend on 9/1/2005.
- (2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan and the Ingersoll-Rand Company Leveraged Employee Stock Ownership Plan.
- (3) The option vested in three equal annual installments on the first, second and third anniversaries of the date of grant.
- (4) When granted, the options were to vest in three equal annual installments beginning one year after the date of grant. On December 31, 2005, all outstanding options became vested.

These Phantom Stock Units were acquired under the Ingersoll-Rand Company Supplemental Employee Savings Plan, formerly the Ingersoll-Rand Company Supplemental Savings and Stock Incentive Plan, (the "NQ-ESP") and, subject to the vesting provisions of the NQ-ESP, are to be settled in cash six months after termination of employment or January 1 of the year following termination, whichever is later.
- (5) These Phantom Stock Units were acquired under the IR Executive Deferred Compensation Plan (the "EDCP"), and, subject to the vesting provisions of the EDCP, are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier or later upon certain elections.
- (6) These Phantom Stock Units were acquired under the IR Executive Deferred Compensation Plan II (the "EDCP II"), and, subject to the vesting provisions of the EDCP II, are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier or later upon certain elections.
- (7) The option vests in three equal annual installments beginning on 2/1/2007.
- (8) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (9) Deferred distribution of performance shares awarded under the Company Incentive Stock Plan. Awards include tax withholding rights.
- (10) These common shares are owned by an adult child of the reporting person who began sharing a household with the reporting person since the last reported transaction.
- (11)

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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