

INGERSOLL RAND CO LTD
Form 8-K
April 20, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report April 20, 2004

INGERSOLL-RAND COMPANY LIMITED

(Exact name of registrant as specified in its charter)

Bermuda
*(State or other jurisdiction of
incorporation)*

1-985
(Commission file number)

75-2993910
*(I.R.S. Employer
Identification Number)*

**Clarendon House
2 Church Street
Hamilton HM 11, Bermuda**
(Address of principle executive offices)

(441) 295-2838
(Registrant's telephone number, including area code)

Item 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Attached hereto as an exhibit which is incorporated herein by reference is the registrant's press release announcing financial results for the 1st quarter of 2004.

This information is not "filed" pursuant to the Securities Exchange Act of 1934 and is not incorporated by reference into any registrations under the Securities Act of 1933. Additionally, the submission of this Report of Form 8-K is not an admission as to the materiality of any information in the report that is required to be disclosed solely by regulation FD.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release of Ingersoll-Rand Company Limited dated April 20, 2004. |
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**INGERSOLL-RAND COMPANY LIMITED
SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

INGERSOLL-RAND COMPANY LIMITED

(Registrant)

Date: April 20, 2004

/s/ Richard W. Randall -
Richard W. Randall,

Vice President and Corporate Controller

Principal Accounting Officer