

AVEDON MARCIA J
Form 4
February 20, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
AVEDON MARCIA J

2. Issuer Name and Ticker or Trading Symbol
INGERSOLL RAND CO LTD [IR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O INGERSOLL-RAND
COMPANY, 155 CHESTNUT
RIDGE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Senior Vice President

MONTVALE, NJ 07645
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
				(A) or (D)	Price		
Class A Common Shares (Performance Shares) ⁽¹⁾	02/15/2008		A	8,723	A \$ 0 8,723	D	
Class A Common Shares (Employment Shares) ⁽²⁾					7,500	D	
					190.23	I	

Class A
Common
Shares ⁽³⁾

By Plan
Trustee

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or Number of Shares
Stock Option (right to buy)	\$ 39	02/15/2008		A	38,987	<u>(4)</u>	02/14/2018	Class A Common Shares	38,987

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AVEDON MARCIA J
C/O INGERSOLL-RAND COMPANY
155 CHESTNUT RIDGE ROAD
MONTVALE, NJ 07645

Senior Vice President

Signatures

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

02/19/2008

**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) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.

Edgar Filing: AVEDON MARCIA J - Form 4

- These shares were granted upon employment and, subject to continued employment, will vest on 2/6/2010. These shares were previously
- (2) reported on Table II as phantom stock units held in the IR Executive Deferred Compensation Plan II ("EDCP II") but due to recent amendments to the EDCP II, these shares have been transferred out of the EDCP II and are held as book-entry shares.
 - (3) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
 - (4) The option vests in three equal annual installments beginning on 2/15/2009.

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.