

SHAWLEY STEVEN R
Form 4
November 07, 2005

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 *
SHAWLEY STEVEN R

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

INGERSOLL-RAND COMPANY, 155 CHESTNUT RIDGE ROAD

Senior Vice President

(Street)

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

MONTVALE, NJ 07645

(City) (State) (Zip)

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)	Price			
				Code	V	Amount		
Class A Common Shares ⁽¹⁾	11/03/2005		M	15,400	A	\$ 19.53	35,876	D
Class A Common Shares ⁽¹⁾	11/03/2005		M	11,000	A	\$ 20.9	46,876	D
Class A Common Shares ⁽¹⁾	11/03/2005		S	15,400	D	\$ 38.15	31,476	D
Class A Common Shares ⁽¹⁾	11/03/2005		S	11,000	D	\$	20,476	D

Common Shares <u>(1)</u>	38.15			
Class A Common Shares <u>(1)</u> <u>(2)</u>	2,304.11	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (EDCP) <u>(1)</u> <u>(3)</u>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Class A Common Shares	<u>(1)</u>
Phantom Stock Units (EDCP II) <u>(1)</u> <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Shares	<u>(1)</u>
Phantom Stock Units (NQ-ESP) <u>(1)</u> <u>(5)</u>	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) <u>(1)</u>	\$ 23					<u>(6)</u>	05/05/2008	Class A Common Shares	<u>(1)</u>
Stock Option	\$ 26.52					<u>(7)</u>	01/02/2010	Class A Common	<u>(1)</u>

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- (4) These phantom stock units are held under the IR Executive Deferred Compensation Plan II ("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.
- (5) These phantom stock units are held under the Ingersoll-Rand Company Supplemental Employee Savings Plan (the "NQ-ESP"), formerly the Ingersoll-Rand Company Supplemental Savings and Stock Incentive Plan, 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.
- (6) These options vested on 5/6/1999.
- (7) The option vested in three equal annual installments on the first, second and third anniversaries of the date of grant.
- (8) The option vests in three equal annual installments beginning on 2/4/2005.
- (9) The option vests in three equal annual installments beginning on 2/2/2006.
- (10) The option vests in three equal annual installments beginning on 2/5/2004.

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.