

RANDALL RICHARD W
Form 4
November 29, 2005

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

OMB APPROVAL

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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 *
RANDALL RICHARD W

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)
INGERSOLL-RAND
COMPANY, 155 CHESTNUT
RIDGE ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President and Controller

(Street)
MONTVALE, NJ 07645

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

(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)
			Code	V Amount (A) or (D) Price			
Class A Common Shares ⁽¹⁾	11/28/2005		M	22,000 A \$ 20.9	22,000	D	
Class A Common Shares ⁽¹⁾	11/28/2005		S	22,000 D \$ 39.64	0	D	
Class A Common Shares ⁽¹⁾ ⁽²⁾					1,542.08	I	By Plan Trustee

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

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(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
Phantom Stock Units (EDCP) ⁽¹⁾ <u>(3)</u>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Class A Common Shares	<u>(1)</u>
Phantom Stock Units (EDCP II) ⁽¹⁾ <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Shares	<u>(1)</u>
Phantom Stock Units (NQ-ESP) ⁽¹⁾ <u>(5)</u>	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) ⁽¹⁾ <u>(6)</u>	\$ 21.91					<u>(6)</u>	12/03/2012	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) ⁽¹⁾ <u>(7)</u>	\$ 26.52					<u>(7)</u>	01/02/2010	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) ⁽¹⁾ <u>(8)</u>	\$ 32.18					<u>(8)</u>	02/03/2014	Class A Common Shares	<u>(1)</u>
	\$ 32.7					<u>(7)</u>	06/01/2009		<u>(1)</u>

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- (6) The option vests in three equal annual installments beginning on 12/4/2003.
- (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.

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