

INGERSOLL RAND CO LTD
 Form 4
 December 05, 2005

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

OMB APPROVAL

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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 *
 NACHTIGAL PATRICIA

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2005

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Shares ⁽¹⁾						109,744	D
Class A Common Shares ^{(9) (1)}						342.68	I By Plan Trustee

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

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number.

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)	8. Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy) ⁽¹⁾	\$ 24.55					⁽²⁾	02/02/2009	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 20.27					⁽²⁾	01/01/2011	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 26.52					⁽²⁾	01/02/2010	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 20.9					⁽²⁾	01/01/2012	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 19.53					⁽³⁾	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					⁽⁵⁾	02/01/2015	Class A Common Shares	⁽¹⁾
Phantom Stock	⁽⁸⁾	12/01/2005		A	94.65	⁽⁸⁾	⁽⁸⁾	Class A Common	94.65

Units (MIU Plan) <u>(1)</u>					Shares
Phantom Stock Units (EDCP) <u>(1)</u>	<u>(6)</u>	<u>(6)</u>	<u>(6)</u>		Class A Common Shares <u>(1)</u>
Phantom Stock Units (NQ-ESP) <u>(1)</u> <u>(10)</u>	<u>(1)</u>	<u>(10)</u>	<u>(10)</u>		Class A Common Shares <u>(1)</u>
Phantom Stock Units (EDCP II) <u>(1)</u>	<u>(7)</u>	<u>(7)</u>	<u>(7)</u>		Class A Common Shares <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NACHTIGAL PATRICIA C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	X		Senior Vice President	

Signatures

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

12/05/2005

 **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) The options vested in three equal annual installments on the first, second and third anniversaries of the date of grant.
- (3) The options vested in three equal annual installments beginning on 2/5/2004.
- (4) The options vested in three equal annual installments beginning on 2/4/2005.
- (5) The options vested in three equal annual installments beginning on 2/2/2006.

(6) 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.

(7) 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.

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(8) These Phantom Stock Units were acquired under the Ingersoll-Rand Company Management Incentive Unit Plan (the "MIU Plan") and, subject to the vesting provisions of the MIU Plan, are to be settled in cash after the reporting person's termination of employment with the issuer either over a 10-year period or as a lump sum on a date elected by the reporting person.

(9) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan and the Ingersoll-Rand Company Leveraged Employee Stock Ownership Plan.

(10) 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.

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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