Edgar Filing: LICHTENBERGER H WILLIAM - Form 4

LICHTENBERGER H WILLIAM Form 4 December 05, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LICHTENBERGER H WILLIAM Issuer Symbol INGERSOLL RAND CO LTD [IR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title C/O INGERSOLL-RAND 12/01/2005 below) below) COMPANY, 155 CHESTNUT **RIDGE ROAD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting MONTVALE, NJ 07645 Person (State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common 7,000 D Shares ⁽¹⁾

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

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A Disposed of (Instr. 3, 4, a 5)	(D) or	6. Date Exerci Expiration Dat (Month/Day/Y	ie	7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units (DDCP) (1)	(2)	12/01/2005		A	1,343.47		(2)	<u>(2)</u>	Class A Common Shares	1,343.
Stock Option (right to buy) <u>(1)</u>	\$ 13.1						05/01/1997	04/30/2006	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) (1)	\$ 16.83						05/07/1998	05/06/2007	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) (1)	\$ 23						05/06/1999	05/05/2008	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) (1)	\$ 34.88						05/05/2000	05/04/2009	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) (1)	\$ 23.31						05/03/2001	05/02/2010	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) (1)	\$ 23.22						05/02/2002	05/01/2011	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) (1)	\$ 24.49						05/01/2003	04/30/2012	Class A Common Shares	<u>(1)</u>
Stock Option (right to buy) (1)	\$ 21.49						05/29/2004	05/28/2013	Class A Common Shares	<u>(1)</u>

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Reporting Owners

Reporting Owner Name / Address	Relationships							
T. S. T. T. T. T. T. T.	Director	10% Owner	Officer	Other				
LICHTENBERGER H WILLIAM C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	Х							
Signatures								
By:/s/Barbara A. Santoro - Attorney-in-Fact		12/05/2005						
**Signature of Reporting Person		Date						
Explanation of Posponoos								

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) These Phantom Stock Units were acquired under the IR Director Deferred Compensation Plan, and are to converted on a one-for-one basis and settled in cash in the February following the reporting person's termination, retirement or death or later upon certain elections.

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.