

LICHTENBERGER H WILLIAM
 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 *
LICHTENBERGER H WILLIAM

(Last) (First) (Middle)

C/O INGERSOLL-RAND
 COMPANY, 155 CHESTNUT
 RIDGE ROAD

(Street)

MONTVALE, NJ 07645

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INGERSOLL RAND CO LTD [IR]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) Code V Amount (D) Price			
Class A Common Shares ⁽¹⁾					7,000	D	

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)

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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 Number Shares
Phantom Stock Units (DDCP) ⁽¹⁾	<u>(2)</u>	12/01/2005		A		1,343.47		<u>(2)</u>	<u>(2)</u>	Class A Common Shares	1,343.
Stock Option (right to buy) ⁽¹⁾	\$ 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>

