

VASILOFF CHRISTOPHER P
 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 *
VASILOFF CHRISTOPHER P

(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)
Senior Vice President

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) Price			
Class A Common Shares ⁽¹⁾ ₍₂₎					20,553.03	I	By Plan Trustee
Class A Common Shares ⁽¹⁾					19,240	D	

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⁾	\$ 20.27					⁽⁷⁾ 01/01/2011	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 26.52					⁽⁷⁾ 01/02/2010	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 20.9					⁽⁷⁾ 01/01/2012	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 20.9					⁽⁷⁾ 01/01/2012	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 19.53					⁽⁹⁾ 02/04/2013	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 32.18					⁽⁸⁾ 02/03/2014	Class A Common Shares	⁽¹⁾
Stock Option (right to buy) ⁽¹⁾	\$ 38.69					⁽¹⁰⁾ 02/01/2015	Class A Common Shares	⁽¹⁾
Phantom Stock	⁽³⁾					⁽³⁾ ⁽³⁾	Class A Common	⁽¹⁾

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

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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