

INGERSOLL RAND CO LTD
 Form 4
 March 08, 2006

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 *
 Pedtke Richard F

(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)
 03/06/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Shares ⁽¹⁾ ₍₂₎ | | | | | 2,764.17 | I | By Plan Trustee |
| Class A Common Shares ⁽¹⁾ | 03/06/2006 | | M | | 7,500 | A | \$ 21.16 |
| Class A Common Shares ⁽¹⁾ | 03/06/2006 | | S | | 7,500 | D | \$ 41.41 |
| | | | | | 0 | D | |

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| | | | | | | | |
|--|------------|---|--------|---|-------------|--------|---|
| Class A Common Shares ⁽¹⁾ | 03/06/2006 | M | 17,500 | A | \$ 20.27 | 17,500 | D |
| Class A Common Shares ⁽¹⁾ | 03/06/2006 | S | 17,500 | D | \$ 41.41 | 0 | D |

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 |
| Stock Option (right to buy) ⁽¹⁾ | \$ 21.16 | 03/06/2006 | | M | 7,500 | ⁽³⁾ 02/03/2008 | Class A Common Shares 7,500 |
| Stock Option (right to buy) ⁽¹⁾ | \$ 20.27 | 03/06/2006 | | M | 17,500 | ⁽³⁾ 01/01/2011 | Class A Common Shares 17,500 |
| Stock Option (right to buy) ⁽¹⁾ | \$ 24.55 | | | | | ⁽³⁾ 02/02/2009 | Class A Common Shares ⁽¹⁾ |
| Stock Option (right to buy) ⁽¹⁾ | \$ 22.12 | | | | | ⁽³⁾ 02/06/2011 | Class A Common Shares ⁽¹⁾ |
| Stock Option (right to buy) ⁽¹⁾ | \$ 26.52 | | | | | ⁽³⁾ 01/02/2010 | Class A Common Shares ⁽¹⁾ |

| | | | | | |
|---|------------|------------|------------|-----------------------|------------|
| Stock Option (right to buy) <u>(1)</u> | \$ 20.9 | <u>(3)</u> | 01/01/2012 | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 19.53 | <u>(4)</u> | 02/04/2013 | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 32.18 | <u>(4)</u> | 02/03/2014 | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 38.69 | <u>(4)</u> | 02/01/2015 | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) | \$ 39.43 | <u>(8)</u> | 01/31/2016 | Class A Common Shares | <u>(1)</u> |
| Phantom Stock Units (NQ-ESP) <u>(1)</u> <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | Class A Common Shares | <u>(1)</u> |
| Phantom Stock Units (EDCP) <u>(1)</u> <u>(6)</u> | <u>(6)</u> | <u>(6)</u> | <u>(6)</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> | <u>(7)</u> | Class A Common Shares | <u>(1)</u> |

Reporting Owners

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

Signatures

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

03/08/2006

__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) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan and the Ingersoll-Rand Company Leveraged Employee Stock Ownership Plan.
- (3) The option vested in three equal annual installments on the first, second and third anniversaries of the date of grant.
- (4) When granted, the options were to vest in three equal annual installments beginning one year after the date of grant. On December 31, 2005, all outstanding options became vested.

(5) 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) 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.

(8) The option vests in three equal annual installments beginning on 2/1/2007.

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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