

INGERSOLL RAND CO LTD
Form 4
March 16, 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 *
HENKEL HERBERT L

(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)
02/01/2006

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)
Chairman, President and CEO

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⁾ ₍₁₀₎ | | | | | 212,600 | D | |
| Class A Common Shares ⁽¹⁾ | | | | | 6,000 | D | |
| Class A Common Shares ⁽¹⁾ ₍₁₁₎ | | | | | 2,000 ⁽⁹⁾ | I | By Child |

| | | | |
|---|----------|---|--------------------|
| Class A Common Shares <u>(1)</u> <u>(2)</u> | 5,970.32 | I | By Plan Trustee |
|---|----------|---|--------------------|

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)

| 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 |
| Stock Option (right to buy) <u>(1)</u> | \$ 25.55 | | | | | <u>(3)</u> | | 03/11/2009 | | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 26.81 | | | | | <u>(3)</u> | | 09/30/2009 | | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 20.27 | | | | | <u>(3)</u> | | 01/01/2011 | | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 23.31 | | | | | <u>(3)</u> | | 05/02/2010 | | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 26.52 | | | | | <u>(3)</u> | | 01/02/2010 | | Class A Common Shares | <u>(1)</u> |
| Stock Option (right to buy) <u>(1)</u> | \$ 20.9 | | | | | <u>(3)</u> | | 01/01/2012 | | Class A Common Shares | <u>(1)</u> |
| | \$ 20.9 | | | | | <u>(3)</u> | | 01/01/2012 | | | <u>(1)</u> |

| | | | | | | | | | |
|---|------------|------------|---|---------|------------|------------|--|-----------------------|------------|
| Stock Option (right to buy) <u>(1)</u> | | | | | | | | Class A Common Shares | |
| 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 | 02/01/2006 | A | 263,700 | <u>(8)</u> | 01/31/2016 | | Class A Common Shares | 263,700 |
| 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 |
| HENKEL HERBERT L C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645 | X | | Chairman, President and CEO | |

Signatures

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

03/16/2006

__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.

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.
- (5) 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.
- (6) 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.
- (7) The option vests in three equal annual installments beginning on 2/1/2007.
- (8) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (9) Deferred distribution of performance shares awarded under the Company Incentive Stock Plan. Awards include tax withholding rights.
- (10) These common shares are owned by an adult child of the reporting person who began sharing a household with the reporting person since the last reported transaction.
- (11)

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.