

INGERSOLL RAND CO LTD  
 Form 4  
 May 04, 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 \*  
**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)  
**05/02/2006**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Shares           | 05/02/2006                           |  | M                              | 20,000  | A   | \$ 26.52   | 39,240 D  |
| Class A Common Shares           | 05/02/2006                           |  | S                              | 20,000  | D   | \$ 45.07   | 19,240 D  |
| Class A Common Shares           | 05/03/2006                           |  | M                              | 10,000  | A   | \$ 26.52   | 29,240 D  |
| Class A Common Shares           | 05/03/2006                           |  | S                              | 10,000  | D   | \$   | 19,240 D  |

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|                                      |           |   |  |                 |
|--------------------------------------|-----------|---|--|-----------------|
| Common Shares                        | 46.15     |   |  |                 |
| Class A Common Shares <sup>(1)</sup> | 20,690.79 | 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.**

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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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 26.52   | 05/02/2006                           |  | M                              | 20,000  | <sup>(2)</sup> 01/02/2010                                | Class A Common Shares   | 20,000                        |                            |
| Stock Option (right to buy)                | \$ 26.52   | 05/03/2006                           |  | M                              | 10,000  | <sup>(2)</sup> 01/02/2010                                | Class A Common Shares   | 10,000                        |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| VASILOFF CHRISTOPHER P<br>C/O INGERSOLL-RAND COMPANY<br>155 CHESTNUT RIDGE ROAD<br>MONTVALE, NJ 07645 |               |           | Senior Vice President |       |

## Signatures

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

05/04/2006

\_\_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) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan and the Ingersoll-Rand Company Leveraged Employee Stock Ownership Plan.
- (2) The options vested in three equal annual installments on the first, second and third anniversaries of the date of grant.

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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