

INGERSOLL RAND CO LTD
Form 3
June 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HAGENLOCKER EDWARD			(Month/Day/Year)	INGERSOLL RAND CO LTD [IR]	
E			06/05/2008		
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O INGERSOLL-RAND COMPANY,Â 155 CHESTNUT RIDGE ROAD				(Check all applicable)	
		(Street)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
				(give title below)	(specify below)
MONTVALE,Â NJÂ 07645				6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
				<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Shares	3,257	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Notional Shares (TDCP)	Â (1)	Â (1)	Class A Common Shares	533.4	\$ (1)	D	Â
Stock Option (right to buy)	Â (2)	02/01/2016	Class A Common Shares	10,080	\$ 22.57	D	Â
Stock Option (right to buy)	Â (2)	02/05/2017	Class A Common Shares	10,080	\$ 34.21	D	Â
Stock Option (right to buy)	Â (2)	02/02/2015	Class A Common Shares	10,080	\$ 27.35	D	Â
Stock Option (right to buy)	Â (2)	02/04/2014	Class A Common Shares	10,368	\$ 21.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGENLOCKER EDWARD E C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	Â X	Â	Â	Â

Signatures

By: /s/ Barbara A. Santoro - Attorney-in-Fact
Date: 06/12/2008

__Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares held under the Trane Inc. Deferred Compensation Plan ("TDCP").

(2) Options were originally granted under the Trane incentive stock plans and were converted into options to purchase Ingersoll-Rand shares effective upon the merger of Trane with Indian Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of the Company, on June 5, 2008. Pursuant to the terms of the Merger Agreement among the Company, Trane and Merger Sub, all Trane options, whether or not exercisable or vested at the time of the merger, became fully vested and exercisable at the time of the merger.

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.