

INGERSOLL RAND CO LTD
 Form 3
 September 11, 2008

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * Weller Richard (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/08/2008 | 3. Issuer Name and Ticker or Trading Symbol INGERSOLL RAND CO LTD [IR] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP & Corporate Controller | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O INGERSOLL-RAND COMPANY, 155 CHESTNUT RIDGE ROAD (Street) | | | | |
| MONTVALE, NJ 07645 (City) (State) (Zip) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 (ESP) | 575.77 | I | By Trustee ⁽¹⁾ |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|-----------------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right-to-buy) | Â (2) | 05/31/2015 | Class A Common Shares | 45,000 | \$ 39.17 | D | Â |
| Stock Option (right-to-buy) | Â (3) | 01/31/2016 | Class A Common Shares | 14,850 | \$ 39.43 | D | Â |
| Stock Option (right-to-buy) | Â (3) | 02/06/2017 | Class A Common Shares | 16,380 | \$ 43.13 | D | Â |
| Stock Option (right-to-buy) | Â (3) | 02/14/2018 | Class A Common Shares | 19,582 | \$ 39 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weller Richard C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645 | Â | Â | Â VP & Corporate Controller | Â |

Signatures

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

09/11/2008

__Signature of Reporting Person

Date

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