Hochhauser Steven B Form 4 February 17, 2009

FORM 4

OMB APPROVAL

9	UNITED STATES SECURITIES AND EXCHANGE COMMISSION
	Washington, D.C. 20549
Check this box	0 /
if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
subject to	
Section 16.	SECURITIES

OMB 3235-0287 Number:

Section 16. Form 4 or Form 5

obligations

January 31, Expires: 2005 Estimated average

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

burden hours per 0.5 response...

5. Relationship of Reporting Person(s) to

may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Hochhauser Steven B			Symbol INGERSO	Symbol INGERSOLL RAND CO LTD [IR]					Issuer (Check all applicable)			
(Last) (First) (Middle) C/O INGERSOLL-RAND COMPANY, 155 CHESTNUT RIDGE ROAD			(Month/Day/	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2009					Director 10% OwnerX Officer (give title Other (specify below) Senior Vice President			
MONTVALE,	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 7ALE, NJ 07645						A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I -	Non-Deri	vative Secu	ırities	Acqui	red, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3) Class A	2. Transacti (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	or(A) or Di (D) (Instr. 3,	sposed	l of	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)		
Common Shares (Restricted Share Units)	02/12/200)9		A	10,500	A	\$0	10,500	D			
Class A Common Shares (Performance Shares) (2)	02/12/200)9		A	6,624	A	\$ 0	6,624	D			

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2009 - 2010 Performance Share Units (3)	02/12/2009	A	35,619	A	\$0	35,619	D
2009 - 2011 Performance Share Units (4)	02/12/2009	A	35,619	A	\$0	35,619	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.85	02/12/2009		A	52,500	<u>(5)</u>	02/11/2019	Class A Common Shares	52,500

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Reporting Owners

Reporting Owner Name / Address	retutions in po					
	Director	10% Owner	Officer	Other		
Hochhauser Steven B						
C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD			Senior Vice President			

Signatures

MONTVALE, NJ 07645

By: /s/ Barbara A. Santoro -02/17/2009 Attorney-in-Fact **Signature of Reporting Person Date

2 Reporting Owners

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) Restricted share units vest in three annual installments beginning on February 12, 2010.
- (2) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.
- Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.
- Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the
- (4) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.
- (5) The options vest in three equal annual installments beginning on February 12, 2010.

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.