

MARTIN THEODORE E

Form 4

December 05, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN THEODORE E

(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)

12/01/2005

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)

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)			
				Code V Amount (D) Price			
Class A Common Shares ⁽¹⁾					1,520.36	D	

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)**

Edgar Filing: MARTIN THEODORE E - Form 4

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
Phantom Stock Units (DDCP) (1)	(2)	12/01/2005		A		1,175.09		(2)	(2)	Class A Common Shares	1,175.
Stock Option (right to buy) (1)	\$ 16.83							05/07/1998	05/06/2007	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 23							05/06/1999	05/05/2008	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 34.88							05/05/2000	05/04/2009	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 23.31							05/03/2001	05/02/2010	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 23.22							05/02/2002	05/01/2011	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 24.49							05/01/2003	04/30/2012	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 21.49							05/29/2004	05/28/2013	Class A Common Shares	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

Edgar Filing: MARTIN THEODORE E - Form 4

Director 10% Owner Officer Other

MARTIN THEODORE E
C/O INGERSOLL-RAND COMPANY
155 CHESTNUT RIDGE ROAD
MONTVALE, NJ 07645

X

Signatures

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

12/05/2005

__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) These Phantom Stock Units were acquired under the IR Director Deferred Compensation Plan, and are to converted on a one-for-one basis and settled in cash in the February following the reporting person's termination, retirement or death or later upon certain elections.

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.