SHAWLEY STEVEN R

Form 4

Shares (1)

Class A

11/03/2005

November 07, 2005

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHAWLEY STEVEN R Issuer Symbol INGERSOLL RAND CO LTD [IR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title **INGERSOLL-RAND** 11/03/2005 below) below) COMPANY, 155 CHESTNUT Senior Vice President RIDGE ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MONTVALE, NJ 07645 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned (Instr. 8) (D) or Ownership Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Amount Price (D) Code V Class A Common 11/03/2005 M 15,400 35,876 D A 19.53 Shares (1) Class A Common 11/03/2005 M 11,000 \$ 20.9 46.876 D Α Shares (1) Class A Common 11/03/2005 S 15,400 31,476 D

S

11,000 D

38.15

20,476

\$

D

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Common Shares (1)					38	3.15				
Class A Common Shares (1) (2)						2.	,304.11	I	By Plan Trustee	
Reminder: Rep	oort on a sepai	rate line for each class	of securities benefice	Persons informat required	who re ion cor to resp a curre	espond ntained pond ur	ectly. to the collection this form the street the formula of the control of the	are not m	SEC 1474 (9-02)	
			ive Securities Acqui ts, calls, warrants, o							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	ercise any Code Securities (Month/Day/Year) of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (EDCP) (1)	(3)						(3)	(3)	Class A Common Shares	(1)
Phantom Stock Units (EDCP II)	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Class A Common Shares	(1)
Phantom Stock Units (NQ-ESP)	<u>(5)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 23						<u>(6)</u>	05/05/2008	Class A Common Shares	(1)
							(7)			(1)

\$ 26.52

Stock

Option

<u>(1)</u>

01/02/2010

Class A

Common

(7)

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(right to buy) $\underline{^{(1)}}$							Shares (1)	
Stock Option (right to buy) (1)	\$ 32.18				(8)	02/03/2014	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 38.69				<u>(9)</u>	02/01/2015	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 24.55				<u>(7)</u>	02/02/2009	Class A Common Shares	(1)
Stock Option (right to buy) (1)	\$ 19.53	11/03/2005	М	15,400	(10)	02/04/2013	Class A Common Shares	15,400
Stock Option (right to buy) (1) (7)	\$ 20.9	11/03/2005	М	11,000	<u>(7)</u>	01/01/2012	Class A Common Shares	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
- 5	Director	10% Owner	Officer	Other		
SHAWLEY STEVEN R						
INGERSOLL-RAND COMPANY						

INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645

Senior Vice President

Signatures

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

**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) Latest available information provided by the trustee of the Ingersoll-Rand Company Employee Savings Plan and the Ingersoll-Rand Company Leveraged Employee Stock Ownership Plan.
- These phantom stock units are held under the IR Executive Deferred Compensation Plan ("EDCP"), and, subject to the vesting provisions of the EDCP, are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier or later upon certain elections.

Reporting Owners 3

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- These phantom stock units are held under the IR Executive Deferred Compensation Plan II ("EDCP II"), and, subject to the vesting provisions of the EDCP II, are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier or later upon certain elections.
- These phantom stock units are held under the Ingersoll-Rand Company Supplemental Employee Savings Plan (the "NQ-ESP"), formerly the Ingersoll-Rand Company Supplemental Savings and Stock Incentive Plan, and, subject to the vesting provisions of the NQ-ESP, are to be settled in cash six months after termination of employment or January 1 of the year following termination, whichever is later.
- (6) These options vested on 5/6/1999.
- (7) The option vested in three equal annual installments on the first, second and third anniversaries of the date of grant.
- (8) The option vests in three equal annual installments beginning on 2/4/2005.
- (9) The option vests in three equal annual installments beginning on 2/2/2006.
- (10) The option vests in three equal annual installments beginning on 2/5/2004.

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.