Edgar Filing: SMITH ORIN R - Form 4

SMITH OR Form 4	IN R										
December 0	2, 2008										
FORM	ЛЛ	STATES	SECU	RITIES A	AND EXC	HAN	GE CC	OMMISSION	OMB AF OMB	PROVAL	
					, D.C. 205				Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP							Expires:	January 31, 2005			
subject t Section Form 4 c			SECUI	RITIES		Estimated average burden hours per response					
Form 5 obligation may con <i>See</i> Instr 1(b).	tinue. Section 17	a) of the l	Public U	tility Ho		pany .	Act of 1	Act of 1934, 935 or Section	I		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> SMITH ORIN R								5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)					μιτj	(Check	all applicable)	
(Last) (First) (Middle) C/O INGERSOLL-RAND			12/01/2008				_	X_ Director10% Owner Officer (give titleOther (specify below) below)			
COMPANY RIDGE RO	Y, 155 CHESTNU AD	JT					U	elow)	Delow)		
	(Street)			endment, D onth/Day/Yea	Date Original ar)		A	b. Individual or Joi Applicable Line) X_ Form filed by O	ne Reporting Per	rson	
MONTVAI	LE, NJ 07645						F	Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative S	ecuriti	es Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)		. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, 2 any (Month/Day/Yea		1				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)	
Class A				Code V	Amount	(D)	Price \$		_		
Common Shares	12/01/2008			А	535.93	A	14.52 (1)	43,767.78	I	DDCP (1)	
Class A Common Shares	12/01/2008			А	3,761.95	А	\$ 14.52 (2)	22,503.42	I	DDCP II	
Class A Common Shares								7,500	D		

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
SMITH ORIN R C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	Х						
Signatures							

Si

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

12/02/2008 Date

**Signature of Reporting Person

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).
- Represents units acquired under the IR Director Deferred Compensation Plan (the "DDCP"), which are subject to the vesting (1) provisions of the DDCP. The units are to be converted on a one-for-one basis and settled in Class A common shares upon the reporting person's termination of service as a director of the issuer, or earlier or later upon certain elections.
- Represents units acquired under the IR Director Deferred Compensation Plan II (the "DDCP II"), which are subject to the vesting (2) provisions of the DDCP II. The units are to be converted on a one-for-one basis and settled in Class A common shares upon the reporting person's termination of employment with the issuer, or earlier 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.