

Ingersoll-Rand plc
Form 4
May 11, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2010
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NACHTIGAL PATRICIA

(Last) (First) (Middle)

C/O INGERSOLL-RAND
COMPANY, ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ingersoll-Rand plc [IR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2010

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)
Senior Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	05/10/2010		M		56,000	A	\$ 20.27
Ordinary Shares	05/10/2010		S		56,000	D	\$ 37.75
Ordinary Shares (Restricted Share Units)							(1)
					15,161	D	

(2)

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2009-2010 Performance Share Units <u>(3)</u>	32,651	D	
2009-2011 Performance Share Units <u>(4)</u>	32,651	D	
2010-2012 Performance Share Units <u>(5)</u>	17,410	D	
Ordinary Shares <u>(6)</u>	1,625.91	I	By Plan Trustee
Ordinary Shares <u>(7)</u>	50,000	I	Held by trust for Patricia Nachtigal's family

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

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SEC 1474
(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 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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 20.27	05/10/2010		M	56,000	<u>(8)</u>	01/01/2011	Ordinary Shares	56,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NACHTIGAL PATRICIA C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X		Senior Vice President	

Signatures

/s/ Kenneth H. Yi -
Attorney-in-Fact

05/11/2010

**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).

The reported price is the weighted average price for the transactions on May 10, 2010. The range of prices for the transactions is from
(1) \$37.60 to \$38.11 per share. Information regarding the number of shares purchased at each separate price will be provided upon request of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

(2) Restricted Share Units vest in three equal annual installments beginning on the first anniversary of 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
(3) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the 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 companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the
(5) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2013.

(6) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

(7) Held by the Patricia Nachtigal 2010 Grantor Retained Annuity Trust, of which the Reporting Person is the trustee and has a potential remainder interest. Prior to the establishment of the trust in April 2010, these shares were directly held by the Reporting Person.

(8) The options vested 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.

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