

Zafari Robert
Form 4
May 31, 2011

FORM 4

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

OMB APPROVAL

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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 *
Zafari Robert

(Last) (First) (Middle)

C/O INGERSOLL-RAND
COMPANY, ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08854

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2011

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Ordinary Shares | 05/27/2011 | | M | | 4,000 | A | \$ 20.9 |
| Ordinary Shares | 05/27/2011 | | S | | 2,306 | D | \$ 49.45 |
| Ordinary Shares | 05/27/2011 | | F | | 1,694 (1) | D | \$ 49.33 |
| Ordinary Shares | | | | | | | 1,342.95 |
| 2009 - 2011 Performance | | | | | | | 9,931 |
| | | | | | | I | By Plan Trustee |

Share Units

(2)

2010 - 2012

Performance

Share Units

6,331 D

(3)

2011 - 2013

Performance

Share Units

8,451 D

(4)

Ordinary

Shares

(Restricted

Share Units)

8,075 D

(5)

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

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(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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Rights | \$ 20.9 | 05/27/2011 | | M | 4,000 | <u>(6)</u> | 01/01/2012 | Ordinary Shares | 4,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Senior Vice President

Zafari Robert
C/O INGERSOLL-RAND COMPANY
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08854

Signatures

/s/ Barbara Santoro,
Attorney-in-Fact

05/31/2011

__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) Represents shares used to cover option cost pursuant to a net settlement procedure in connection with the exercise of stock-settled Stock Appreciation Rights.
Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2012.
- (2) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2013.
- (3) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2014.
- (4) Restricted Share Units vest in three (3) equal annual installments beginning on the first anniversary of the date of grant. Upon vesting, each unit is convertible into one (1) ordinary share of the Issuer.
- (5) Stock Appreciation Rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 01/02/2003.

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.