

MARTIN THEODORE E
Form 4
March 08, 2010

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 *
MARTIN THEODORE E

(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)
03/04/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V Amount | | |
| Ordinary Shares | 03/04/2010 | | M | 4,500 | A \$ 23.31 | 18,195 | D |
| Ordinary Shares | 03/04/2010 | | S | 4,500 | D \$ 33.1 (1) | 13,695 | D |
| Ordinary Shares (DDCP) (2) | | | | | | 34,620.84 | D |
| Ordinary Shares (DDCP II) | | | | | | 22,572.1 | D |

(3)

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.

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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 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. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (right to buy) | \$ 23.31 | 03/04/2010 | | M | 4,500 | (4) | 05/02/2010 | Ordinary Shares | 4,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARTIN THEODORE E
C/O INGERSOLL-RAND COMPANY
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08855

X

Signatures

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

03/08/2010

**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).

(1) The reported price is the weighted average price for the transactions on March 4, 2010. The range of prices for the transactions is from \$33.07 to \$33.14 per share. Information regarding the number of shares purchased at each separate price will be provided upon request

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of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

- (2) Represents vested units acquired or deferred under the IR Director Deferred Compensation Plan (the "DDCP"). The units are to be converted on a one-for-one basis and settled in shares upon the reporting person's termination of service as a director of the issuer, or earlier or later upon certain elections.
- (3) Represents vested units acquired or deferred under the IR Director Deferred Compensation Plan II (the "DDCP II"). The units are to be converted on a one-for-one basis and settled in shares upon the reporting person's termination of service as a director of the issuer, or earlier or later upon certain elections.
- (4) The options vested and became exercisable three years from the date of grant.

Remarks:

On July 1, 2009, Ingersoll-Rand plc, an Irish public limited company (the "Company") became the successor of Ingersoll-Rand

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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