

WYMAN TODD D  
Form 4  
May 05, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
WYMAN TODD D

(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)  
05/03/2011

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  | (A) or (D)   | Price   |                      |   |                 |
| Ordinary Shares                 | 05/03/2011                           |  | M                              |   | 10,000  | A  | \$ 35.995   | 13,626               | D |                 |
| Ordinary Shares                 | 05/03/2011                           |  | S                              |   | 10,000  | D  | \$ 50.98  | 3,626 <sup>(1)</sup> | D |                 |
| Ordinary Shares                 | 05/03/2011                           |  | M                              |   | 1,343   | A  | \$ 31.59  | 4,969                | D |                 |
| Ordinary Shares                 | 05/03/2011                           |  | S                              |   | 1,343   | D  | \$ 50.98  | 3,626 <sup>(2)</sup> | D |                 |
| Ordinary Shares <sup>(3)</sup>  |                                      |  |                                |   |   |  |   | 460.67               | I | By Plan Trustee |

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|   |        |   |
|---|--------|---|
| 2009 - 2011<br>Performance<br>Share Units <sup>(4)</sup>            | 6,331  | D |
| 2010 - 2012<br>Performance<br>Share Units <sup>(5)</sup>            | 9,496  | D |
| 2011 - 2013<br>Performance<br>Share Units <sup>(6)</sup>            | 7,395  | D |
| Ordinary<br>Shares<br>(Employment<br>RSUs) <sup>(7)</sup>           | 15,000 | D |
| Ordinary<br>Shares<br>(Restricted<br>Share Units)<br><sup>(8)</sup> | 7,048  | D |

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.**

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 35.995  | 05/03/2011                           |  | M                              | 10,000  | <sup>(9)</sup> 12/01/2019                                | Ordinary Shares   | 10,000                        |
| Stock Option (Right to Buy)                | \$ 31.59   | 05/03/2011                           |  | M                              | 1,343   | <sup>(10)</sup> 02/15/2020                               | Ordinary Shares   | 1,343                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| WYMAN TODD D<br>C/O INGERSOLL-RAND COMPANY<br>ONE CENTENNIAL AVENUE<br>PISCATAWAY, NJ 08854 |               |           | Senior Vice President |       |

## Signatures

/s/ Kenneth Yi -  
Attorney-in-Fact

05/05/2011

\_\_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) The reported price is the weighted average price for the transactions on May 3, 2011. The range of prices for the transactions is from \$50.96 to \$51.00 per share. Information regarding the number of shares disposed 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) The reported price is the weighted average price for the transactions on May 3, 2011. The range of prices for the transactions is from \$50.96 to \$51.00 per share. Information regarding the number of shares disposed at each separate price will be provided upon request of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (3) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) These restricted share units vest on December 2, 2012, the third anniversary of the date of grant.
- (8) 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.
- (9) The options vest in five equal annual installments beginning on December 2, 2010.
- (10) The options vest in three equal annual installments beginning on February 16, 2011.

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.