

SHAWLEY STEVEN R
Form 3
August 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person * ^ SHAWLEY STEVEN R (Last) (First) (Middle)</p> <p>INGERSOLL-RAND COMPANYINGERSOLL-RAND COM,^ 155 CHESTNUT RIDGE ROAD155 CHESTNUT RIDG (Street)</p> <p>MONTVALE,^ NJ^ 07645 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 08/03/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol INGERSOLL RAND CO LTD [IR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner _X_ Officer ____ Other (give title below) (specify below) Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Shares ⁽¹⁾	10,238	D	^
Class A Common Shares ⁽²⁾	1,144.58	I	By Plan Trustee

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock Units (Def Comp)	Â (3)	Â (3)	Class A Common Shares	25,664.64	\$ (3)	D	Â
Phantom Stock Units (SSSIP)	Â (4)	Â (4)	Class A Common Shares	1,561.89	\$ (4)	D	Â
Stock Option (right to buy)	05/06/1999	05/05/2008	Class A Common Shares	5,150	\$ 46	D	Â
Stock Option (right to buy)	Â (5)	02/04/2013	Class A Common Shares	15,400	\$ 39.05	D	Â
Stock Option (right to buy)	Â (6)	02/03/2014	Class A Common Shares	27,500	\$ 64.37	D	Â
Stock Option (right to buy)	Â (7)	02/01/2015	Class A Common Shares	24,200	\$ 77.37	D	Â
Stock Option (right to buy)	Â (8)	01/01/2012	Class A Common Shares	11,000	\$ 41.81	D	Â
Stock Option (right to buy)	Â (8)	02/02/2009	Class A Common Shares	20,000	\$ 49.09	D	Â
Stock Option (right to buy)	Â (8)	01/02/2010	Class A Common Shares	20,000	\$ 53.03	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAWLEY STEVEN R INGERSOLL-RAND COMPANYINGERSOLL-RAND COM 155 CHESTNUT RIDGE ROAD155 CHESTNUT RIDG MONTVALE,Â NJÂ 07645	Â	Â	Â Senior Vice President	Â

Signatures

By:/s/Barbara A. Santoro -
Attorney-in-Fact

08/11/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 7,875 of these shares represent a deferred distribution of performance shares awarded under the Company Incentive Stock Plan and include tax withholding rights.
- (2) Latest available information provided by the trustee of the Ingersoll-Rand Savings and Stock Investment Plan and the Ingersoll-Rand Leveraged Employee Stock Ownership Plan.

These Phantom Stock Units were acquired under the Ingersoll-Rand Company Limited Executive Deferred Compensation Plan (the
- (3) "Executive Deferred Plan"), and, subject to the vesting provisions of the Executive Deferred Plan, are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier upon certain elections.

These phantom stock units were acquired under the Ingersoll-Rand Company Supplemental Savings and Stock Investment Plan (the
- (4) "SSSIP"), and, subject to the vesting provisions of the SSSIP, are to be settled in cash upon the reporting person's termination of employment with the issuer.
- (5) The option vests in three equal annual installments beginning on 2/5/2004.
- (6) The option vests in three equal annual installments beginning on 2/4/2005.
- (7) The option vests in three equal annual installments beginning on 2/2/2006.
- (8) The option 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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