

Weller Richard
 Form 3/A
 February 17, 2009

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)

1. Name and Address of Reporting Person *

Weller Richard
 (Last) (First) (Middle)

C/O INGERSOLL-RAND COMPANY, 155 CHESTNUT RIDGE ROAD

(Street)

MONTVALE, NJ 07645

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/08/2008

3. Issuer Name and Ticker or Trading Symbol
 INGERSOLL RAND CO LTD [IR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 VP & Corporate Controller

5. If Amendment, Date Original Filed(Month/Day/Year)

09/11/2008

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 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)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	05/31/2015	Class A Common Shares	45,000	\$ 39.17	D	Â
Stock Option (right to buy)	Â (2)	01/31/2016	Class A Common Shares	14,850	\$ 39.43	D	Â
Stock Option (right to buy)	Â (2)	02/06/2017	Class A Common Shares	16,380	\$ 43.13	D	Â
Stock Option (right to buy)	Â (2)	02/14/2018	Class A Common Shares	19,582	\$ 39	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weller Richard C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE,Â NJÂ 07645	Â	Â	Â VP & Corporate Controller	Â

Signatures

By: /s/ Barbara A. Santoro - Attorney-in-Fact 02/17/2009

**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) The options vested in three equal annual installments on the first, second and third anniversaries of the date of grant.
- (2) The options vest in three equal annual installments on the first, second and third anniversaries of the date of grant.

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Remarks:

The original Form 3 filed by the Reporting Person on September 11, 2008 incorrectly listed shares

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.