

INGERSOLL RAND CO LTD  
Form 8-K  
November 01, 2004

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934**

**Date of Report - October 29, 2004**  
(Date of earliest event reported)

**INGERSOLL-RAND COMPANY LIMITED**  
(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of  
incorporation)

**1-985**  
(Commission File Number)

**75-2993910**  
(I.R.S. Employer Identification  
No.)

**Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda**  
(Address of principal executive offices, including zip code)

**(441) 295-2838**  
(Registrant's phone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 2 - Financial Information**

**Item 2.01. Completion of Acquisition or Disposition of Assets**

On October 29, 2004, Ingersoll-Rand Company Limited completed the previously announced sale of its Dresser-Rand business unit to an investment vehicle affiliated with First Reserve Corporation, a private-equity fund, for cash proceeds of approximately \$1.2 billion, subject to customary post-closing purchase price adjustments, pursuant to the Equity Purchase Agreement dated August 25, 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INGERSOLL-RAND COMPANY LIMITED**

(Registrant)

Date: November 1, 2004

/s/ Richard

Randall \_\_\_\_\_

Richard W. Randall,

Vice President and Corporate Controller

Principal Accounting Officer