

INGERSOLL RAND CO LTD

Form 4

December 05, 2007

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 *
BERZIN ANN C

(Last) (First) (Middle)

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

(Street)

MONTVALE, NJ 07645

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2007

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

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

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Amendment to Receivables Facility

Acuity Brands, Inc. (the Company) maintains an agreement (Receivables Facility) to borrow, on an ongoing basis, funds secured by undivided interests in a defined pool of trade accounts receivable of its lighting equipment and specialty products segments. Amended September 29, 2006 and effective September 28, 2006, the Company renewed the Receivables Facility for a one-year period. Acuity Enterprise, Inc., a Delaware corporation, Acuity Unlimited Inc., a Delaware corporation, Acuity Specialty Products Group, Inc., a Delaware corporation, Acuity Lighting Group, Inc., a Delaware corporation, Variable Funding Capital Company LLC, a Delaware limited liability company, and Wachovia Bank, National Association, are each a party to the Receivables Facility. As of August 31, 2006, there were no amounts outstanding under the Receivables Facility.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 5, 2006, the Company issued a press release containing information about the Company's results of operations for its fiscal year and fourth quarter ended August 31, 2006. A copy of the press release is attached hereto as Exhibit 99.1. The information contained in this paragraph, as well as Exhibit 99.1 referenced herein, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

The information regarding the Receivables Facility contained above in Item 1.01 is incorporated into this Item 2.03 by reference.

ITEM 8.01 OTHER EVENTS

On October 5, 2006, the Company issued a press release announcing the date and location of its annual meeting of stockholders. A copy of this press release is attached hereto as Exhibit 99.2.

In addition, on October 2, 2006, the Company issued a press release announcing the declaration of a dividend on its common stock. A copy of this press release is attached hereto as Exhibit 99.3.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press release dated October 5, 2006.

99.2 Press release dated October 5, 2006.

99.3 Press release dated October 2, 2006.

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 thereunto duly authorized.

Date: October 5, 2006

ACUITY BRANDS, INC.

By: /s/ Richard K. Reece
Richard K. Reece
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

99.1 Press release dated October 5, 2006.

99.2 Press release dated October 5, 2006.

99.3 Press release dated October 2, 2006.

0;By:/s/Barbara A. Santoro - Attorney-in-Fact 12/05/2007**_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) Represents units acquired under the IR Director Deferred Compensation Plan (the "DDCP"), which are subject to the vesting provisions of the DDCP. The units are to be converted on a one-for-one basis and settled in Class A common shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.

(2) Represents units acquired under the IR Director Deferred Compensation Plan II (the "DDCP II"), which are subject to the vesting provisions of the DDCP II. The units are to be converted on a one-for-one basis and settled in Class A common shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.

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.