

Conover, IV John W.
Form 3/A
February 05, 2010

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *</p> <p>Â Conover, IV John W.</p> <p>(Last) (First) (Middle)</p> <p>C/O INGERSOLL-RAND COMPANY,Â ONE CENTENNIAL AVENUE</p> <p>(Street)</p> <p>PISCATAWAY,Â NJÂ 08855</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ingersoll-Rand plc [IR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>07/09/2009</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Ordinary Shares ⁽¹⁾	12,327.69	I	By Plan Trustee
Ordinary Shares (Trane Deferred Compensation Plan) ⁽²⁾	3,277.12	D	Â
Ordinary Shares (Restricted Share Units) ⁽³⁾	5,059	D	Â
2009-2010 Performance Share Units ⁽⁴⁾	13,654	D	Â
2009-2011 Performance Share Units ⁽⁵⁾	13,654	D	Â
Notional Shares (NQ-TSSP) ⁽⁶⁾	1,855.99	D	Â
Ordinary Shares	390	D	Â

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

SEC 1473 (7-02)

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Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.

- (5) Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.
- (6) These Notional Shares were acquired under the Trane Inc. Supplemental Savings Plan (the "NQ-TSSP") and are to be settled in shares of the Company after termination of employment.
- (7) Options were originally granted under the Trane incentive stock plans and were converted into options to purchase shares of the Company effective upon the merger of Trane with Indian Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of the Company, on June 5, 2008. Pursuant to the terms of the Merger Agreement among the Company, Trane and Merger Sub, all Trane options, whether or not exercisable or vested at the time of the merger, became fully vested and exercisable at the time of the merger.
- (8) The options vest 50% on June 6, 2011, 25% on June 6, 2012 and 25% on June 6, 2013.
- (9) The options vest in three equal annual installments beginning on February 15, 2009.
- (10) The options vest in three equal annual installments beginning on February 12, 2010.

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Remarks:

The original Form 3 filed by the Reporting Person on July 9, 2009 inadvertently omitted 390 ordi

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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