

INGERSOLL RAND CO LTD
 Form 3
 May 09, 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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pedtke Richard F		(Month/Day/Year)	INGERSOLL RAND CO LTD [IR]	
(Last)	(First)	(Middle)	05/01/2005	
INGERSOLL-RAND COMPANY,Â 155 CHESTNUT RIDGE ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MONTVALE,Â NJÂ 07645		<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		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Class A Common Shares ⁽¹⁾	1,872	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)

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Units (Def Comp)	Â (2)	Â (2)	Class A Common Shares	1,328	\$ (2)	D	Â
Stock Option (right to buy)	Â (3)	02/04/2013	Class A Common Shares	7,750	\$ 39.05	D	Â
Stock Option (right to buy)	Â (4)	02/03/2014	Class A Common Shares	17,410	\$ 64.37	D	Â
Stock Option (right to buy)	Â (5)	02/01/2015	Class A Common Shares	23,000	\$ 77.37	D	Â
Stock Option (right to buy)	Â (6)	01/01/2012	Class A Common Shares	11,250	\$ 41.81	D	Â
Stock Option (right to buy)	Â (6)	01/01/2011	Class A Common Shares	15,000	\$ 40.53	D	Â
Stock Option (right to buy)	Â (6)	02/03/2008	Class A Common Shares	3,750	\$ 42.31	D	Â
Stock Option (right to buy)	Â (6)	02/06/2011	Class A Common Shares	170	\$ 44.23	D	Â
Stock Option (right to buy)	Â (6)	02/02/2009	Class A Common Shares	5,000	\$ 49.09	D	Â
Stock Option (right to buy)	Â (6)	01/02/2010	Class A Common Shares	5,000	\$ 53.03	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pedtke Richard F INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	Â	Â	Â Senior Vice President	Â

Signatures

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

05/09/2005

__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) 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
- (2) "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.
- (3) The option vests in three equal annual installments beginning on 2/5/2004.
- (4) The option vests in three equal annual installments beginning on 2/4/2005.
- (5) The option vests in three equal annual installments beginning on 2/2/2006.
- (6) 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. 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.