

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 * ^ Ryan Michael J (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2005	3. Issuer Name and Ticker or Trading Symbol INGERSOLL RAND CO LTD [IR]	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
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INGERSOLL-RAND
 COMPANYINGERSOLL-RAND
 COM,^ 155 CHESTNUT RIDGE
 ROAD155 CHESTNUT RIDG
 (Street)

(Check all applicable)

___ Director ___ 10% Owner
 X Officer ___ Other
 (give title below) (specify below)
 Vice President

MONTVALE,^ NJ^ 07645
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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)
Class A Common Shares ⁽¹⁾	795	I	By Plan Trustee

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)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	02/04/2013	Class A Common Shares	20,000	\$ 39.05	D	Â
Stock Option (right to buy)	Â (3)	02/03/2014	Class A Common Shares	23,210	\$ 64.37	D	Â
Stock Option (right to buy)	Â (4)	02/01/2015	Class A Common Shares	19,200	\$ 77.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Michael J INGERSOLL-RAND COMPANYINGERSOLL-RAND COM 155 CHESTNUT RIDGE ROAD155 CHESTNUT RIDG MONTVALE,Â NJÂ 07645	Â	Â	Â 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.
- (2) The option vests in three equal annual installments beginning on 2/5/2004.
- (3) The option vests in three equal annual installments beginning on 2/4/2005.
- (4) The option vests in three equal annual installments beginning on 2/2/2006.

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.