

LAMACH MICHAEL W
Form 4
February 17, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LAMACH MICHAEL W

(Last) (First) (Middle)

C/O INGERSOLL-RAND
COMPANY, ONE CENTENNIAL
AVENUE

2. Issuer Name and Ticker or Trading Symbol
Ingersoll-Rand plc [IR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Ordinary Shares (Restricted Share Units) ⁽¹⁾ | 02/12/2010 | | F | | 1,431 ⁽²⁾ | D | \$ 0 8,817 ⁽³⁾ D |
| Ordinary Shares (Performance Share Units) ⁽⁴⁾ | 02/12/2010 | | F | | 2,247 ⁽⁵⁾ | D | \$ 0 0 D |
| Ordinary Shares | | | | | | | 16,559 ⁽⁶⁾ D |

| | | | |
|--|-----------|---|--------------------|
| 2009 - 2010 Performance Share Units ⁽⁷⁾ | 53,429 | D | |
| 2009 - 2011 Performance Share Units ⁽⁸⁾ | 53,429 | D | |
| Ordinary Shares (EDCP II) ⁽⁹⁾ | 44,068.69 | D | |
| Ordinary Shares ⁽¹⁰⁾ | 1,454.59 | I | By Plan Trustee |

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

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. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAMACH MICHAEL W C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855 | X | | President and CEO | |

Signatures

/s/ Kenneth H. Yi -
Attorney-in-Fact

02/17/2010

__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) Restricted Share Units vest in three annual installments beginning on February 12, 2010.
- (2) Represents shares forfeited pursuant to a net settlement procedure for Restricted Share Units.
- (3) Amount reflects the reduction of forfeited net settlement shares as well as the resulting net shares that have vested and are now held directly as ordinary shares by the Reporting Person.
- (4) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.
- (5) Represents shares forfeited pursuant to a net settlement procedure for shares granted under the Performance Share Program.
- (6) Includes shares acquired pursuant to a net settlement procedure for the vested Restricted Share Units and Performance Shares.
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.
- (8) 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.
- (9) Represents vested units acquired or deferred under the IR Executive Deferred Compensation Plan II (the "EDCP II"). The units are to be converted on a one-for-one basis and settled in shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.
- (10) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

Remarks:

On July 1, 2009, Ingersoll-Rand plc, an Irish public limited company (the "Company") became the successor of Ingersoll-Rand

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.