

Ingersoll-Rand plc  
Form 144  
February 28, 2014

OMB APPROVAL

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SEC USE ONLY  
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES**

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

*Transmit for filing 3 copies of this form*

**ATTENTION:** *concurrently with either placing an order with a  
broker to execute sale  
or executing a sale directly with a market maker.*

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1 (a) NAME OF ISSUER <i>(Please type or print)</i>	(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.		
Ingersoll-Rand plc	98-0626632	001-34400		
1 (d) ADDRESS OF ISSUER STATE ZIP CODE	STREET	CITY	(e) TELEPHONE NO.	
170/175 Lakeview Drive, Airside Business Park, Swords, Co. Dublin Ireland			AREA CODE NUMBER	
			+(353)(0) 1870-7400	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STATE ZIP CODE	STREET CITY	
Robert L. Katz	Officer	170/175 Lakeview Drive, Airside Business Park, Swords, Co. Dublin Ireland		

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name of Each Securities Exchange
Ordinary Shares	UBS Financial Services 1285 Avenue of the Americas New York, New York 10019		5,848	\$353,979.44	278,035,707	February 28, 2014	NYSE

**INSTRUCTIONS:**

- |   |   |
|---|---|
| <p>1. (a) Name of issuer</p> <p>(b) Issuer's I.R.S. Identification Number</p> <p>(c) Issuer's S.E.C. file number, if any</p> <p>(d) Issuer's address, including zip code</p> <p>(e) Issuer's telephone number, including area code</p> <p>(f) Approximate date on which the securities are to be sold</p> | <p>3. (a) Title of the class of securities to be sold</p> <p>(b) Name and address of each broker through whom the securities are intended to be sold</p> <p>(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)</p> <p>(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice</p> |
|---|---|

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|-----|--|-----|--|
| (g) | Name of each securities exchange, if any, on which the securities are intended to be sold  | (e) | Number of shares or other units of outstanding, as shown by the most the class outstanding, or if debt securities the face amount thereof recent report or statement published by the issuer |
| 2.  | (a) Name of person for whose account the securities are to be sold<br>Such person's relationship to the issuer (e.g., officer, director, |     |  |
|     | (b) 10% stockholder, or member of immediate family of any of the foregoing)  |     |  |
|     | (c) Such person's address, including zip code  |     |  |

**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 control number.**

SEC 1147 (08-07)

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**TABLE I - SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Ordinary Shares		Vesting of restricted stock units				
Ordinary Shares	02/14/2012	Vesting of restricted stock units	Ingersoll-Rand plc	668	n/a	n/a
Ordinary Shares	02/14/2013	Vesting of restricted stock units	Ingersoll-Rand plc	700	n/a	n/a
Ordinary Shares	02/24/2013	Vesting of restricted stock units	Ingersoll-Rand plc	1,091	n/a	n/a
Ordinary Shares	02/14/2014	Vesting of restricted stock units	Ingersoll-Rand plc	815	n/a	n/a
Ordinary Shares	02/22/2014	Vesting of restricted stock units	Ingersoll-Rand plc	1,205	n/a	n/a
Ordinary Shares	02/24/2014	Vesting of restricted stock units	Ingersoll-Rand plc	1,369	n/a	n/a
Ordinary Shares		Vesting of restricted stock units				

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Amount of      Gross Proceeds

Name and Address of Seller Title of Securities Sold Date of Sale Securities Sold

**REMARKS:**

**INSTRUCTIONS:**

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

February 28, 2014  
DATE OF NOTICE

/s/ Sara Walden Brown, Attorney-In-Fact  
(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF  
INSTRUCTION,

*The notice shall be signed by the person for whose account the securities are*

IF RELYING ON RULE 10B5-1

*to be sold. At least one copy of the notice shall be manually signed.*

*Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

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> Ernst & Young ShinNihon LLC

Note 1: Since all partners with have fewer than 7 years of consecutive audits, the number of years of consecutive audits have been omitted.

Note 2: The accounting firm has voluntarily taken measures to ensure that Engagement Partners do not work in excess of the fixed term of auditing the Company.

Auditing assistants that carried out audit work for the Company: (Certified Public Accountants: 18; Others: 32)

3. Reasons for Operating Under the Current Corporate Governance Structure (Revised)

Important business matters are actively discussed and ratified during meetings of the Board of Directors and Executive Committee. The Company's board consists of 18 Directors (as of March 30, 2012). Based on the Company's view that more practical, efficient decisions and appropriate supervision can be made by people with well-developed knowledge of the Company's affairs, the Company does not employ outside directors. In the Company's case, this management structure has functioned effectively since its establishment in view of the fact that the Company has seen steady improvement on various fronts.

In addition to this, on April 1, 2008, the Company introduced the Executive Officer System as it became necessary to strengthen management, execution, and monitoring functions even further to respond appropriately to factors such as further future business expansion and a shift toward globalization. As of April 1, 2012, the Company will have 17 executive officers that support directors in the execution of assigned duties. With this, the Company has a structure in place where directors can focus more on management and supervision.

In addition to having five Corporate Auditors, three of whom are Independent\* and Outside Corporate Auditors (as of March 30, 2012), in order to ensure effective corporate governance, the Company employs diverse internal control systems, including enhancing the structure and authority of its internal auditing; having Corporate Auditors and the Corporate Audit Center work closely with the Accounting Auditors. These measures support the effective implementation of the Company's corporate governance, while also making possible the maintaining and strengthening of this structure.

\* Independent Director(s)/Auditor(s) as defined by Rule 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

III. Implementation of Measures Related to Shareholders and Other Stakeholders

1. Measures to Revitalize the Shareholders Meetings and Facilitate the Exercise of Voting Rights (Revised)

Supplementary Information

Early Distribution of Notice Regarding the Ordinary General Meeting of Shareholders	The Company sent its Notice of Convocation of the Ordinary General Meeting of Shareholders 27 days prior to its latest Ordinary General Meeting of Shareholders.
Exercise of Voting Rights through Electromagnetic Means	Exercise of voting rights through the internet is possible
Adoption of a Platform for Electronic Exercising of Voting Rights and Other Measures to Improve the Environment for Exercising Voting Rights for Institutional Investors	A platform for the electronic exercising of voting rights has been adopted
Providing Notice of Convocation (Summary) an English	The Company prepares English translations of its Notice of Convocation of the Ordinary General Meeting of Shareholders and makes this information available on its website..

2. IR Activities (Revised)

Supplementary Information

Existence or Nonexistence of explanations by a company representative

Development and Publication of Disclosure Policy	In line with related laws and regulations as well as disclosure rules of related stock exchanges, in order to enhance the system for disclosing accurate and comprehensive information for shareholders and capital markets, the Company established the Disclosure Committee in April 2005. For important company information, this committee is charged with investigating and determining the necessity, content, and timing of timely disclosure. At the same time, the company has constructed a system for the prompt and comprehensive gathering of information from each operation where important company information is generated. The company also maintains measures for the prompt and accurate disclosure of information regarding managements situation through a management policy conferences, quarterly earnings conferences, individual investors conferences and enhance home page among others.	
Holding of Periodic Conferences for Individual Investors	In addition to holding conferences, the Company provides a special section for individual investors on its website.  In 2011, the Chairman & CEO held a conference.	Exists



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Holding of Periodic Conferences for Analysts and Institutional Investors	Corporate strategy conferences are held every year on a regular basis.  Furthermore, on the day financial results are announced each quarter, conferences are held for analysts and institutional investors in Japan.  In 2011, the Chairman & CEO and President & COO held a Corporate Strategy Conference. Furthermore, on the day financial results were announced on a quarterly basis, conferences for analysts and institutional investors in Japan to report the results were held by the Executive Vice President & CFO.  In 2012, the Chairman & CEO held a corporate strategy conference. Additionally, on the day full-year financial results were announced a conference for analysts and institutional investors in Japan to report the results was held by the Executive Vice President & CFO.	Exists
Holding of Periodic Conferences for Overseas Investors	Canon visits overseas investors to discuss the Company's management and business strategies. Additionally, on the day financial results were announced on a quarterly basis, conference calls to report results are hosted.  In 2011, the Executive Vice President & CFO visited overseas investors to discuss the Company's management and business strategies. In addition, on the day financial results were announced on a quarterly basis, the Executive Vice President & CFO hosted conference calls to report results.  In 2012, on the day full-year financial results were announced a conference call to report the results was held by the Executive Vice President & CFO.	Exists
Posting of IR Materials on Homepage	As a general rule, the Company strives to post all disclosed materials on its Japanese and English language websites. The websites also include information on the Company's stock price, historical financial data (10-year summary), and audio or video from various recently held investor-related conferences.	
Establishment of a Post for IR	The IR Promotion Division, which is a part of the Global Accounting Management Center, organized under Finance & Accounting Headquarters, is in charge of investor relations. The Director in charge of investor relations is the Executive Vice President & CFO. The person in charge of the investor relations program on a day-to-day basis is the deputy senior general manager.	

3. Measures Concerning Respecting the Position of Stakeholders (Revised)

Supplementary Information

Internal Rules, etc. Regarding Respecting the Position of Stakeholders

In line with Canon's corporate philosophy of kyosei—living and working together for the common good—the Company works to fulfill its social responsibilities, fostering good relations, not only with its customers, the communities in which the Company operates, and shareholders, but also with nations and the environment. These objectives are outlined in the Canon Group Code of Conduct, which Canon Directors and employees adhere to when conducting business activities.

Implementation of Environmental Conservation Activities, CSR Activities, etc.

Regarding the Company's environmental conservation activities and CSR activities, related divisions are in charge of handling these responsibilities in accordance with Canon's corporate philosophy of kyosei.

Detailed information on these activities appears in the Sustainability Report, which the Company publishes to ensure accountability to its stakeholders.

Establishment of Policies, etc. Concerning Supplying Information for Stakeholders

On April 1, 2011, a department dedicated to CSR was established. On January 1, 2012, Canon established its policy regarding CSR activities for the Canon Group. Going forward, based on this policy, Canon will take steps to further strengthen its CSR activities.

As for information-disclosure policies, the Company has drawn up its own guidelines, which it adheres to when disclosing information. In addition, the Company established the Disclosure Committee in 2005 to ensure that important management information is disclosed in an accurate, comprehensive, and fair manner.

IV. Items Related to Internal Control Systems (Revised)

Basic Policy Concerning Internal Control Systems and Overview of their Implementation

1. Systems to ensure that the Company conforms to laws and regulations in the execution of duties by directors and employees

- (1). Based on the spirit of the "Three Selves" (self-motivation, self-management, and self-awareness)—a Canon universal principle dating back to the Company's founding—the Company established the Canon Group Code of Conduct as a standard to which Directors, Executive Officers and employees must adhere when performing their work. Canon's Corporate Ethics and Compliance Committee, which manages and oversees this initiative, promotes compliance activities through compliance staff assigned to each division.
- (2). The Company ensures the implementation of the basic policy that provides not to have any relation with antisocial forces, and also maintains and improves the cooperation structure with external institutions such as police by establishing a department in charge.
- (3). The Company's internal auditing, legal, and other divisions work to strengthen compliance through law-abidance guidance and monitoring on its business activities.
- (4). An in-house hotline system is employed to help prevent improprieties.

2. System for Maintaining and Managing Information Relating to the Performance of Duties by Directors

Information relating to the performance of duties by Directors is maintained and managed in accordance with the Company's basic rules for document management and other in-house rules. A system has been established that enables Directors, Corporate Auditors, and internal auditing to access this information anytime.

3. Rules and Other Systems Regarding Management of Risk of Loss

- (1). Important matters are carefully deliberated at the Executive Committee and in other various Committees to eliminate or reduce business risks.
- (2). Business processes are specified and risks are evaluated based on guidelines of the Internal Control Committee to ensure the accuracy and reliability of financial reporting. This must be documented in writing, and the status of control activity is regularly confirmed.
- (3). A risk management system is created through the formulation and observance of various in-house rules to protect the Company from diversifying risks (quality, environmental, disaster, information-related, export management, etc.) and maintain public faith. In particular, Basic Policies Regarding Product Safety have been established, which govern efforts in supplying customers with safe products that will allow comfortable and satisfactory use.
- (4). Auditing by internal auditing is carried out for the early detection and resolution of risks.

4. System for Assuring Directors Efficient Execution of Duties

- (1). Important matters are carefully deliberated in advance by the Executive Committee and in various Committees to promote prompt and appropriate decision making by Directors.
- (2). Management policies are explained in long-term management plans, and the Company goals are given concrete shape in medium-term plans. In addition, annual and quarterly short-term plans and monthly budgetary control are used to monitor performance progress, through which the Company makes optimum use of management resources.

5. System for Ensuring Appropriate Groupwide Operations

- (1). Based on the Canon Group Code of Conduct, the Company promotes Groupwide compliance and infuses an awareness of compliance and corporate ethics.
- (2). The internal auditing, legal, and other divisions provide guidance and monitoring with regard to the observance of laws in the business activities of all Group companies.
- (3). The soundness and efficiency of the Group's business activities are ensured by means of Groupwide medium-term plans and deliberations in the various Committees.

6. Matters Regarding Employees Who Assist the Duties of Corporate Auditors and Their Independence

- (1). The Office of Corporate Auditors has been established, and full-time employees of a requisite size have been assigned to it.
- (2). The Office is an organization independent of the Board of Directors, and changes in its personnel require the prior consent of the Board of Corporate Auditors.

7. System of Reporting to Corporate Auditors and Other Systems for Securing the Effectiveness of Auditing by Corporate Auditors

- (1). Directors promptly report to corporate auditors matters that may have a significant impact on the Company.
- (2). Directors, Executive Officers and employees deliver reports periodically to Corporate Auditors regarding matters the Directors and Corporate Auditors have previously agreed upon in consultations.
- (3). Corporate auditors periodically receive reports from accounting auditors.
- (4). Corporate auditors attend Executive Committee and other important meetings.

Basic Policy and Overview of Implementation toward Elimination of Antisocial Forces

1. Basic Policy

The Company has established a basic policy that the Company and all of its Group companies will take a firm attitude against and cut off relation with antisocial forces which bring threats to order and safety of civil society.

2. Overview of Implementation

- (1). Based on a resolution of the Board of Directors meeting, the Company has incorporated a provision on cutting off relation with antisocial forces in the Internal Control Systems as mentioned above, and also incorporates provisions to the same effect in the Employment Regulation, in order to ensure the employees implementation thereof.
- (2). The General Affairs Division of the Company's Headquarter is set as the administration department of the Group to deal with antisocial forces, and endeavors to prevent transactions, etc. with antisocial forces by sharing information regarding antisocial forces and countermeasures against them with each general affairs department of the Group.
- (3). The Company establishes a cooperation structure with external institutions such as police and lawyers.
- (4). Regarding payments for auspices, the Company reviews them in advance in order to check that there is not any issue based on legal and corporate ethical perspective.

V. Other

1. Matters Regarding Takeover Defense Not Introduced

Supplementary information regarding related items:

2. Items Concerning Corporate Governance Systems (Revised)

The following is an overview of recently implemented measures aimed at enhancing corporate governance.

In 2004, the Company established the Corporate Ethics and Compliance Committee and Internal Control Committee as standing committees with the president appointed as chairman of both organizations. The aim of the Corporate Ethics and Compliance Committee is to raise and infuse compliance and ethical awareness throughout the Company. To raise the effectiveness of these activities, a special unified division, the Compliance Office, was established.

The Internal Control Committee has built a highly effective own internal control system and has started activities, which not only aim to ensure the reliability of the Company's financial reporting, but also to ensure the effectiveness and efficiency of the Company's business operations, as well as compliance with related laws.

With regard to securing the reliability of financial reporting, we have received evaluations from Ernst & Young ShinNihon LLC that our internal control is effective under the Sarbanes-Oxley Act and Financial Instruments and Exchange Act, which we have employed for six years and three years, respectively.

Additionally, in order to enhance the management monitoring function of the Board of Corporate Auditors, from March 30, 2006, the number of Corporate Auditors was increased from four (two Non-outside Corporate Auditors, two Outside Corporate Auditors) to five (two Non-outside Corporate Auditors, three Outside Corporate Auditors). Moreover, in order to strengthen the auditing function of the Corporate Audit Center, which is in charge of the internal auditing, the staff has been gradually increased and numbered 69 (as of March 30, 2012).

Through these measures, the Company has placed emphasis on building systems to ensure the proper functioning of corporate governance. Going forward, to ensure the everlasting functioning of corporate governance and the Company's continued growth and development, the Company will foster a corporate culture whereby all Directors and all employees conduct themselves with an awareness of compliance and corporate ethics.

Corporate Governance

As of March 30, 2012

Overview of Timely Disclosure System

Internal system for timely disclosure of corporate information

In order to disclose necessary information in a fair, equitable, and timely manner for important corporate information considered for timely disclosure, the Company's Disclosure Committee, which is chaired by the Company's president, receives reports from the division in charge regarding the relevant information, and determines whether disclosure is necessary or not.

For matters that have been reported, the Disclosure Committee which is made up of members from finance & accounting, legal affairs, corporate communications as well as persons in charge of the relevant information, is charged with making prompt necessary decisions on timely disclosure such as the necessity of timely disclosure, the timing of disclosure, disclosure content, disclosure method.

Furthermore, the Disclosure Committee is also charged with constructing and maintaining a disclosure system which includes the assessment of disclosure management of important corporate information.

Regarding information on decisions made by the Company, considered important corporate information, the Company has a system in place whereby information is promptly disclosed after decisions are made by necessary internal organizations.