

Conover, IV John W.  
Form 3  
July 09, 2009

**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 \*

Conover, IV John W.  
(Last) (First) (Middle)

C/O INGERSOLL-RAND COMPANY, ONE CENTENNIAL AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
07/01/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                                | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|---|---|---|---|
| Ordinary Shares <sup>(1)</sup>                                    | 12,327.69   | I   | By Plan Trustee   |
| Ordinary Shares (Trane Deferred Compensation Plan) <sup>(2)</sup> | 3,277.12  | D   | ^   |
| Ordinary Shares (Restricted Share Units) <sup>(3)</sup>           | 5,059   | D   | ^   |
| 2009-2010 Performance Share Units <sup>(4)</sup>                  | 13,654  | D   | ^   |
| 2009-2011 Performance Share Units <sup>(5)</sup>                  | 13,654  | D   | ^   |
| Notional Shares (NQ-TSSP) <sup>(6)</sup>                          | 1,855.99  | D   | ^   |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |
| Stock Option (Right to Buy)                   | Â (7)   | 02/05/2017      | Ordinary Shares  | 13,440                     | \$ 34.21   | D  | Â  |
| Stock Option (Right to Buy)                   | 06/06/2011 <sup>(8)</sup>                                   | 06/05/2018      | Ordinary Shares  | 100,000                    | \$ 43.46   | D  | Â  |
| Stock Option (Right to Buy)                   | 02/15/2009 <sup>(9)</sup>                                   | 06/05/2018      | Ordinary Shares  | 15,000                     | \$ 43.46   | D  | Â  |
| Stock Option (Right to Buy)                   | 02/12/2010 <sup>(10)</sup>                                  | 02/11/2019      | Ordinary Shares  | 25,296                     | \$ 16.85   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Conover, IV John W.<br>C/O INGERSOLL-RAND COMPANY<br>ONE CENTENNIAL AVENUE<br>PISCATAWAY, NJ 08855 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

By: Kenneth H. Yi -  
Attorney-in-Fact

07/09/2009

\*\*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) Shares held in the Trane Savings Plan.
- (2) Represents units acquired under the Trane Deferred Compensation Plan. The units are to be converted on a one-for-one basis and settled in ordinary shares of the Company, less applicable withholding taxes, upon the reporting person's termination of employment with the Company, or earlier or later upon certain elections.
- (3) Restricted share units vest in three annual installments beginning on February 12, 2010.
- (4) 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.

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- (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:

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

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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