

AVEDON MARCIA J
Form 4
February 16, 2011

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

OMB APPROVAL

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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 *
AVEDON MARCIA J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2011

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

C/O INGERSOLL-RAND COMPANY, ONE CENTENNIAL AVENUE

(Street)

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

PISCATAWAY, NJ 08854

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares (Restricted Share Units) ⁽¹⁾	02/14/2011		A	4,912	A	\$ 0	18,272	D
2011-2013 Performance Share Units ⁽²⁾	02/14/2011		A	9,824	A	\$ 0	9,824	D
Ordinary Shares (Restricted)	02/14/2011		F	1,034 ⁽³⁾	D	\$ 0	15,272 ⁽⁴⁾	D

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Share Units) <u>(1)</u>				
2009 - 2010 Performance Share Units <u>(5)</u>	24,637	D		
2009 - 2011 Performance Share Units <u>(6)</u>	24,637	D		
2010 - 2012 Performance Share Units <u>(7)</u>	14,719	D		
Ordinary Shares	3,992 <u>(8)</u>	D		
Ordinary Shares <u>(9)</u>	1,123.88	I		By Plan Trustee
Ordinary Shares (EDCP II) <u>(10)</u>	20,231.5	D		

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

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(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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 47.34	02/14/2011		A	16,316	<u>(11)</u>	02/13/2021	Ordinary Shares	16,316

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AVEDON MARCIA J C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08854			Senior Vice President	

Signatures

/s/ Kenneth Yi -
Attorney-in-Fact

02/16/2011

__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 (3) equal annual installments beginning on the first anniversary of the date of grant. Upon vesting, each unit is convertible into one (1) ordinary share of the Issuer.

(2) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero 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 peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2014.

(3) Represents shares forfeited pursuant to a net settlement procedure under the Restricted Share Program.

(4) 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.

(5) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero 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 peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2011.

(6) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero 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 peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2012.

(7) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero 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 peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2013.

(8) Includes the ordinary shares acquired pursuant to the net settlement procedure for the vested Restricted Share Units (described in this filing).

(9) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

(10) 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.

(11) The stock option vests in three (3) equal annual installments beginning on February 14, 2012.

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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