

Conover, IV John W.
Form 4
January 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
Conover, IV John W.

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)
12/28/2012

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

C/O INGERSOLL-RAND COMPANY, 800-E BEATY STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

DAVIDSON, NC 28036

(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 Ownership (Instr. 4)
Ordinary Shares	12/28/2012		A	(A) or (D) Code V Amount Price 8.74 \$ <u>(1)</u> 46.88	15,461.85	D	
Ordinary Shares ⁽²⁾					13,101.64	I	By Plan Trustee

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

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SEC 1474 (9-02)

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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 or Derivative Security (Instr. 3 and 4)
Phantom Stock Units	\$ 0	12/28/2012		A	13.77 (1)	(3) (3)	Ordinary Shares	13.77 \$ 46

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conover, IV John W. C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036			Senior Vice President	

Signatures

/s/ S. Wade Sheek - Attorney-in-Fact 01/02/2013

__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) Reflects acquisition of dividend equivalents paid on Company stock held through Company plans. Dividend equivalents are paid at the same rate and at the same time as dividends are paid to Company shareholders.
- (2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (3) These Phantom Stock Units are to be settled in cash equal to the fair market value of ordinary shares multiplied by the number of phantom stock units held upon the reporting person's termination of employment with the issuer.
- (4) Amount represents the number of shares held plus an approximate number of shares based on the total market value of the reporting person's Company stock fund units, as reported by the trustee of the Company supplemental compensation plans.

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.