

SHAWLEY STEVEN R  
 Form 3  
 August 11, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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)

|   |   |   |  |
|---|---|---|--|
| <p>1. Name and Address of Reporting Person<br/>                 *<br/>                 ^ SHAWLEY STEVEN R<br/>                 (Last) (First) (Middle)</p> <p>INGERSOLL-RAND<br/>                 COMPANYINGERSOLL-RAND<br/>                 COM, ^ 155 CHESTNUT RIDGE<br/>                 ROAD155 CHESTNUT RIDG<br/>                 (Street)</p> <p>MONTVALE, ^ NJ ^ 07645<br/>                 (City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement<br/>                 (Month/Day/Year)<br/>                 08/03/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol<br/>                 INGERSOLL RAND CO LTD [IR]</p> <p>4. Relationship of Reporting Person(s) to Issuer<br/>                 (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Senior Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)<br/> <input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)   | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--------------------------------------|--|---|--|
| Class A Common Shares <sup>(1)</sup> | 10,238   | D   | ^  |
| Class A Common Shares <sup>(2)</sup> | 1,144.58   | I   | By Plan Trustee  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Phantom Stock Units<br>(Def Comp)             | Â (3)  | Â (3)              | Class A<br>Common<br>Shares  | 25,664.64                        | \$ (3)   | D  | Â  |
| Phantom Stock Units<br>(SSSIP)                | Â (4)  | Â (4)              | Class A<br>Common<br>Shares  | 1,561.89                         | \$ (4)   | D  | Â  |
| Stock Option (right to<br>buy)                | 05/06/1999   | 05/05/2008         | Class A<br>Common<br>Shares  | 5,150                            | \$ 46  | D  | Â  |
| Stock Option (right to<br>buy)                | Â (5)  | 02/04/2013         | Class A<br>Common<br>Shares  | 15,400                           | \$ 39.05   | D  | Â  |
| Stock Option (right to<br>buy)                | Â (6)  | 02/03/2014         | Class A<br>Common<br>Shares  | 27,500                           | \$ 64.37   | D  | Â  |
| Stock Option (right to<br>buy)                | Â (7)  | 02/01/2015         | Class A<br>Common<br>Shares  | 24,200                           | \$ 77.37   | D  | Â  |
| Stock Option (right to<br>buy)                | Â (8)  | 01/01/2012         | Class A<br>Common<br>Shares  | 11,000                           | \$ 41.81   | D  | Â  |
| Stock Option (right to<br>buy)                | Â (8)  | 02/02/2009         | Class A<br>Common<br>Shares  | 20,000                           | \$ 49.09   | D  | Â  |
| Stock Option (right to<br>buy)                | Â (8)  | 01/02/2010         | Class A<br>Common<br>Shares  | 20,000                           | \$ 53.03   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| SHAWLEY STEVEN R<br>INGERSOLL-RAND COMPANYINGERSOLL-RAND COM<br>155 CHESTNUT RIDGE ROAD155 CHESTNUT RIDG<br>MONTVALE,Â NJÂ 07645 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

By:/s/Barbara A. Santoro -  
Attorney-in-Fact

08/11/2005

\_\_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) 7,875 of these shares represent a deferred distribution of performance shares awarded under the Company Incentive Stock Plan and include tax withholding rights.
  - (2) Latest available information provided by the trustee of the Ingersoll-Rand Savings and Stock Investment Plan and the Ingersoll-Rand Leveraged Employee Stock Ownership Plan.  
  
These Phantom Stock Units were acquired under the Ingersoll-Rand Company Limited Executive Deferred Compensation Plan (the  
(3) "Executive Deferred Plan"), and, subject to the vesting provisions of the Executive Deferred Plan, are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier upon certain elections.  
  
These phantom stock units were acquired under the Ingersoll-Rand Company Supplemental Savings and Stock Investment Plan (the  
(4) "SSSIP"), and, subject to the vesting provisions of the SSSIP, are to be settled in cash upon the reporting person's termination of employment with the issuer.
  - (5) The option vests in three equal annual installments beginning on 2/5/2004.
  - (6) The option vests in three equal annual installments beginning on 2/4/2005.
  - (7) The option vests in three equal annual installments beginning on 2/2/2006.
  - (8) The option vested in three equal annual installments on the first, second and third anniversaries of the date of grant.

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.