

TRANE INC.  
Form 4  
June 09, 2008

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARSHALL RUTH ANN**

(Last) (First) (Middle)

**C/O TRANE INC., ONE  
CENTENNIAL AVENUE**

(Street)

**PISCATAWAY, NJ 08855**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TRANE INC. [TT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/05/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount   | (A)<br>or<br>(D)   | Price   |
| Common<br>Stock, \$.01<br>par value   | 06/05/2008                              |   | D                                       |   | 3,000  | D  | <u>1</u> 0  |
| Common<br>Stock, \$.01<br>par value   | 06/05/2008                              |   | D                                       |   | 3,000  | D  | <u>1</u> 0  |
| Common<br>Stock, \$.01<br>par value   | 06/05/2008                              |   | D                                       |   | 8,247.302  | D  | <u>1</u> 0  |
| Common<br>Stock, \$.01                | 06/05/2008                              |   | D                                       |   | 7,596.723  | D  | <u>1</u> 0  |
|                                       |   |   |   |   |  | I  | DCP <u>(2)</u>  |
|                                       |   |   |   |   |  | I  | By Trust<br><u>(3)</u>  |

par value

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

**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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable<br>Expiration Date                            | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Buy<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 24.78   | 06/05/2008                              |   | D                                    | 10,800   | 06/05/2008 <sup>(4)</sup> 02/04/2014                           | Common<br>Stock,<br>\$.01 par<br>value 10,800                       |
| Buy<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 30.66   | 06/05/2008                              |   | D                                    | 10,500   | 06/05/2008 <sup>(4)</sup> 02/02/2015                           | Common<br>Stock,<br>\$.01 par<br>value 10,500                       |
| Buy<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 26.08   | 06/05/2008                              |   | D                                    | 10,500   | 06/05/2008 <sup>(4)</sup> 02/01/2016                           | Common<br>Stock,<br>\$.01 par<br>value 10,500                       |
| Buy<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 37.25   | 06/05/2008                              |   | D                                    | 10,500   | 06/05/2008 <sup>(4)</sup> 02/05/2017                           | Common<br>Stock,<br>\$.01 par<br>value 10,500                       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Officer

Other

10%  
Owner

MARSHALL RUTH ANN  
C/O TRANE INC.  
ONE CENTENNIAL AVENUE  
PISCATAWAY, NJ 08855

X

## Signatures

/s/ Ruth Ann Marshall (By M. Cresitello by Power of Attorney)

06/09/2008

\_\_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).
- Disposed of pursuant to the merger agreement between issuer and Indian Merger Sub, Inc. (a wholly owned subsidiary of Ingersoll-Rand Company Limited) in exchange for Ingersoll Rand Class A common shares at an exchange ratio of 0.23 per share plus \$36.50 per share in cash.
- (1) Represents shares held under the Company's Deferred Compensation Plan.
  - (3) Represents shares of stock awarded pursuant to Director's Compensation Plan and held in a rabbi trust as to which Director exercises voting rights but not right to dispose until directorship terminates.
  - (4) Pursuant to the terms of the merger agreement, all options, whether or not exercisable or vested at the Effective Time of the merger, became, as of the effective time of the merger, fully vested and exercisable.
  - (5) In the merger, this option was converted into 10,368 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$21.22.
  - (6) In the merger, this option was converted into 10,080 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$27.35.
  - (7) In the merger, this option was converted into 10,080 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$22.57.
  - (8) In the merger, this option was converted into 10,080 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$34.21.

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.