

Ingersoll-Rand plc
Form 4
January 05, 2017

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 *
LAMACH MICHAEL W

(Last) (First) (Middle)

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

(Street)

DAVIDSON, NC 28036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2017

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)
Chairman and CEO

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Ordinary Shares	01/03/2017		M		50,000 A \$ 25.2192	215,877.2363	D
Ordinary Shares	01/03/2017		M		88,083 A \$ 37.7116	303,960.2363	D
Ordinary Shares	01/03/2017		M		75,000 A \$ 37.742	378,960.2363	D
Ordinary Shares	01/03/2017		S		50,000 (1) D \$ 75.6225 (2)	328,960.2363	D
	01/03/2017		S			240,877.2363	D

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Ordinary Shares			88,083 <u>(1)</u>		\$ 75.6225 <u>(2)</u>			
Ordinary Shares	01/03/2017		S 75,000 <u>(1)</u>	D	\$ 75.6225 <u>(2)</u>	165,877.2363	D	
Ordinary Shares ⁽³⁾						2,109.3828	I	By Plan Trustee
Ordinary Shares (GRAT)						110,430	I	By grantor retained annuity trust

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
Stock Option (Right to Buy)	\$ 25.2192	01/03/2017		M	50,000	<u>(4)</u> 02/15/2020	Ordinary Shares	50,000
Stock Option (Right to Buy)	\$ 37.7116	01/03/2017		M	88,083	<u>(5)</u> 02/13/2021	Ordinary Shares	88,083
Stock Option (Right to Buy)	\$ 37.742	01/03/2017		M	75,000	<u>(5)</u> 02/13/2021	Ordinary Shares	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMACH MICHAEL W C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036	X		Chairman and CEO	

Signatures

/s/ Sara Walden Brown -
Attorney-in-Fact

01/05/2017

**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) Transaction executed pursuant to a Rule 10b5-1 Plan adopted by the reporting person on October 27, 2016.

This transaction was executed in multiple trades ranging from \$75.16 to \$76.175 per share. The price reported above reflects the weighted

(2) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

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

(4) The option vests in three (3) equal installments beginning on February 16, 2011.

(5) The stock option vests in three (3) 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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