

GODSOE PETER C
Form 4
November 05, 2009

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 *
GODSOE PETER C

(Last) (First) (Middle)

C/O INGERSOLL RAND
COMPANY, ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2009

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 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)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	11/04/2009		M		4,500	A	\$ 23.31
Ordinary Shares	11/04/2009		M		4,500	A	\$ 23.22
Ordinary Shares	11/04/2009		M		4,500	A	\$ 24.49
Ordinary Shares	11/04/2009		M		4,500	A	\$ 21.49
Ordinary Shares	11/04/2009		S		18,000	D	\$ 33.56

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(1)

Ordinary Shares (DDCP)	25,243.89	D
Ordinary Shares (DDCP II)	11,145.13	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. P. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 23.31	11/04/2009		M	4,500	<u>(2)</u> 05/02/2010		Ordinary Shares	4,500
Stock Option (right to buy)	\$ 23.22	11/04/2009		M	4,500	<u>(2)</u> 05/01/2011		Ordinary Shares	4,500
Stock Option (right to buy)	\$ 24.49	11/04/2009		M	4,500	<u>(2)</u> 04/30/2012		Ordinary Shares	4,500
Stock Option (right to buy)	\$ 21.49	11/04/2009		M	4,500	<u>(2)</u> 05/28/2013		Ordinary Shares	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODSOE PETER C C/O INGERSOLL RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X			

Signatures

/s/ Barbara A. Santoro - Attorney-in-Fact	11/05/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The reported price is the weighted average price for the transactions on November 4, 2009. The range of prices for the transactions is from \$33.55 to \$33.58 per share. Information regarding the number of shares purchased at each separate price will be provided upon request of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
 - (2) The option vested on the date of grant and became exercisable on the first anniversary of the date of grant.

Remarks:

On July 1, 2009, Ingersoll-Rand plc, an Irish public limited company (the "Company") became the successor of Ingersoll-Rand plc.

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.