

Zafari Robert
Form 3
July 09, 2010

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *

Â Zafari Robert
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/01/2010

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O INGERSOLL-RAND
COMPANY,,Â ONE
CENTENNIAL AVENUE

(Street)

PISCATAWAY,Â NJÂ 08854

(City) (State) (Zip)

(Check all applicable)

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

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Ordinary Shares | 4,030 | D | Â |
| Ordinary Shares (Restricted Share Units) ⁽¹⁾ | 2,631 | D | Â |
| Ordinary Shares (Restricted Share Units) ⁽²⁾ | 3,799 | D | Â |
| 2009 - 2010 Performance Share Units ⁽³⁾ | 9,931 | D | Â |
| 2009 - 2011 Performance Share Units ⁽⁴⁾ | 9,931 | D | Â |
| 2010 - 2012 Performance Share Units ⁽⁵⁾ | 6,331 | D | Â |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Appreciation Rights | Â <u>(6)</u> | 01/01/2011 | Ordinary Shares | 2,400 | \$ 20.27 | D | Â |
| Stock Appreciation Rights | Â <u>(7)</u> | 01/01/2012 | Ordinary Shares | 4,000 | \$ 20.9 | D | Â |
| Stock Appreciation Rights | Â <u>(8)</u> | 02/03/2014 | Ordinary Shares | 13,240 | \$ 32.18 | D | Â |
| Stock Appreciation Rights | Â <u>(9)</u> | 02/01/2015 | Ordinary Shares | 14,400 | \$ 38.69 | D | Â |
| Stock Appreciation Rights | Â <u>(10)</u> | 01/31/2016 | Ordinary Shares | 7,500 | \$ 39.43 | D | Â |
| Stock Option (Right to Buy) | Â <u>(11)</u> | 02/06/2017 | Ordinary Shares | 13,910 | \$ 43.13 | D | Â |
| Stock Option (Right to Buy) | Â <u>(12)</u> | 02/14/2018 | Ordinary Shares | 18,471 | \$ 39 | D | Â |
| Stock Option (Right to Buy) | Â <u>(13)</u> | 02/11/2019 | Ordinary Shares | 19,730 | \$ 16.85 | D | Â |
| Stock Option (Right to Buy) | Â <u>(14)</u> | 02/15/2020 | Ordinary Shares | 10,744 | \$ 31.59 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zafari Robert C/O INGERSOLL-RAND COMPANY, ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08854 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Kenneth H. Yi -
Attorney-in-Fact

07/09/2010

**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) Represents ordinary shares that may be issued upon the vesting of a like number of restricted share units granted on February 12, 2009. The restricted share units vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (2) Represents ordinary shares that may be issued upon the vesting of a like number of restricted share units granted on February 16, 2010. The restricted share units vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (3) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.
- (4) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.
- (5) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2013.
- (6) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 01/02/2002.
- (7) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 01/02/2003.
- (8) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 02/04/2005.
- (9) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 02/02/2006.
- (10) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 02/01/2007.
- (11) The stock options, which have a ten-year term, vest in three equal installments beginning on 02/07/2008.
- (12) The stock options, which have a ten-year term, vest in three equal installments beginning on 02/15/2009.
- (13) The stock options, which have a ten-year term, vest in three equal installments beginning on 02/12/2010.
- (14) The stock options, which have a ten-year term, vest in three equal annual installments beginning on 02/16/2011.

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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