

Ingersoll-Rand plc
 Form 4
 February 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Katz Robert L

(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)
 02/22/2014

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)
 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 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 | 02/22/2014 | | F | | 585 | D | \$ 59.65 |
| Ordinary Shares | 02/24/2014 | | M | | 2,302 | A | \$ 33.51 |
| Ordinary Shares | 02/24/2014 | | M | | 4,404 | A | \$ 37.71 |
| Ordinary Shares | 02/24/2014 | | M | | 5,767 | A | \$ 32.43 |
| Ordinary Shares | 02/24/2014 | | M | | 5,705 | A | \$ 41.91 |

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| | | | | | | | | |
|--------------------------------|------------|---|--------|---|----------|-----------|---|-----------------|
| Ordinary Shares | 02/24/2014 | S | 18,178 | D | \$ 59.78 | 25,003.04 | D | |
| Ordinary Shares ⁽¹⁾ | | | | | | 700 | I | By Plan Trustee |

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. F... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | |
| Stock Option (Right to Buy) | \$ 33.51 | 02/24/2014 | | M | 2,302 | ⁽²⁾ 11/30/2020 | Ordinary Shares | 2,302 |
| Stock Option (Right to Buy) | \$ 37.71 | 02/24/2014 | | M | 4,404 | ⁽³⁾ 02/13/2021 | Ordinary Shares | 4,404 |
| Stock Option (Right to Buy) | \$ 32.43 | 02/24/2014 | | M | 5,767 | ⁽⁴⁾ 02/23/2022 | Ordinary Shares | 5,767 |
| Stock Option (Right to Buy) | \$ 41.91 | 02/24/2014 | | M | 5,705 | ⁽⁵⁾ 02/21/2023 | Ordinary Shares | 5,705 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Katz Robert L
C/O INGERSOLL-RAND COMPANY
800-E BEATY STREET
DAVIDSON, NC 28036

Senior Vice President

Signatures

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

02/25/2014

__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) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (2) The stock option vests in three (3) equal annual installments beginning on December 1, 2011.
- (3) The stock option vests in three (3) equal annual installments beginning on February 14, 2012.
- (4) The stock option vests in three (3) equal annual installments beginning on February 24, 2013.
- (5) The stock option vests in three (3) equal annual installments beginning on February 22, 2014.

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.