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INGERSOLL RA Form 4 December 03, 20		D								
							-	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Section 16.				NGES IN BENEF SECURITIES	Expires: Estimated burden hou	irs per				
Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17((a) of the H	Public U	16(a) of the Securi Itility Holding Cor nvestment Compar	npany Act	of 1935 or Sectio	response	. 0.5		
(Print or Type Respo	onses)									
HENKEL HERBERT L Sy			Symbol	I isouer realize there of fracing			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) INGERSOLL-R COMPANYINC COM, 155 CHE ROAD155 CHE	AND JERSOLL-R STNUT RIE	OGE		of Earliest Transaction Day/Year) 2004		_X_ Director _X_ Officer (giv below)	109	% Owner er (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MONTVALE, N	NJ 07645					Form filed by Person				
(City)	(State)	(Zip)	Tab	le I - Non-Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V Amount	(D) Price	(mour o unu +)				

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.

 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)	Date, if TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (Def Comp)	<u>(1)</u>	12/01/2004		A	726.32	<u>(1)</u>	<u>(1)</u>	Common	726.32	

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Reporting Owners

		Relationships				
Reporting Owner Name / Address		Director	10% Owner	Officer	Other	
HENKEL HERBERT L INGERSOLL-RAND COMPANYINGERSOLL- COM 155 CHESTNUT RIDGE ROAD155 CHESTNUT MONTVALE, NJ 07645		X		Chairman, President and CEO		
Signatures						
By:/s/Barbara A. Santoro - Attorney-in-Fact	12/03/200	4				
**Signature of Reporting Person	Date					
Explanation of Responses:						

planation of nesponses.

- 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).

These Phantom Stock Units were acquired under the Ingersoll-Rand Company Limited Executive Deferred Compensation and Stock Award Plan (the "Executive Deferred Plan"), and subject to the vesting provisions of the Executive Deferred Plan, are to be settled in

(1) cash equal to the fair market value of a Class A Common Share multiplied by the number of phantom stock units held upon the reporting person's termination of employment with the issuer.

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.