

RANDALL RICHARD W
 Form 4
 February 09, 2005

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 *
 RANDALL RICHARD W

2. Issuer Name and Ticker or Trading Symbol
 INGERSOLL RAND CO LTD [IR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 INGERSOLL-RAND
 COMPANYINGERSOLL-RAND
 COM, 155 CHESTNUT RIDGE
 ROAD155 CHESTNUT RIDG
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/08/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President and Controller

MONTVALE, NJ 07645
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common	02/08/2005		M		2,561	A	\$ 44.23
Common	02/08/2005		S		2,561	D	\$ 80.52
Common	02/08/2005		M		4,875	A	\$ 44.23
Common	02/08/2005		S		4,875	D	\$ 80.52
							683.95
							I

Common
(1)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 44.23	02/08/2005		M	2,561	05/08/2001 02/06/2011	Common	2,561
Stock Option (right to buy)	\$ 44.23	02/08/2005		M	4,875	(2) 02/06/2011	Common	4,875

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANDALL RICHARD W INGERSOLL-RAND COMPANY INGERSOLL-RAND COM 155 CHESTNUT RIDGE ROAD 155 CHESTNUT RIDG MONTVALE, NJ 07645			Vice President and Controller	

Signatures

By:/s/Barbara A. Santoro -
Attorney-in-Fact

02/09/2005

__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 Savings and Stock Investment Plan and the Ingersoll-Rand Leveraged Employee Stock Ownership Plan.
- (2) The option vested in three equal annual installments commencing 2/7/2002.

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.