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BUCKLEY	GEORGE W								
Form 4									
March 02, 2	_								
FORM		STATES	SECU	RITIFS /	ND FXCH	ANGE	COMMISSION	т	PPROVAL
Check tl		SIAILS			, D.C. 20549			OMB Number:	3235-0287
if no lon	nger				DENIEPICI			Expires:	January 31, 2005
subject t Section Form 4	16.	VIENT O	F CHAI		RITIES	AL UV	WNERSHIP OF	Estimated burden hou response	average urs per
Form 5 obligation may cor <i>See</i> Insta 1(b).	ons Section 17((a) of the l	Public U	Jtility Hol		ny Act	nge Act of 1934, of 1935 or Sectio 940	·	
(Print or Type	Responses)								
1. Name and A BUCKLEY	2. Issuer Name and Ticker or Trading Symbol INGERSOLL RAND CO LTD [IR]				5. Relationship of Reporting Person(s) to Issuer				
(Least)					(Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction (Month/Day/Year)				X Director	109	% Owner
C/O INGE COMPAN RIDGE RO	03/01/2005				Officer (give title Other (specify below)				
	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 Form filed by More than One Reporting					
MONTVA	LE, NJ 07645						Person	More than One K	eporting
(City)	(State)	(Zip)	Tat	ole I - Non-	Derivative Secu	irities A	cquired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/(Instr. 3)any (Month/Day/		Date, if	Code	4. Securities nAcquired (A) of Disposed of (E (Instr. 3, 4 and (A) or Amount (D)	D) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially owned d	lirectly of	or indirectly.		
					Persons w information required to	vho res on cont o respe	spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	SEC 1474 (9-02)
	Tab				uired, Dispose s, options, conv		Beneficially Owned securities)	I	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day,	/Year)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock Units (DirDefComp)	(1)	03/01/2005		А	182.69	<u>(1)</u>	(1)	Class A Common Shares	182.69

Reporting Owners

Reporting Owner Name / Address				
Terformig o mer runner runness	Director	10% Owner	Officer	Other
BUCKLEY GEORGE W C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	Х			
Signatures				
By: /s/ Barbara A. Santoro - Attorney-in-Fact		03/02/2005		
**Signature of Reporting Person		Date		
Explanation of Respon				

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).

These Phantom Stock Units were acquired under the Ingersoll-Rand Company Limited Directors Deferred Compensation and Stock
(1) Award Plan (the "Directors Deferred Plan"), and are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier upon certain elections.

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.