INGERSOLL RAND CO LTD

Form 4

March 03, 2008

Water 03, 2000										
FORM 4	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION					MISSION	OMB APPROVAL OMB			
Check this bo	av.	Washi	ngton, D	.C. 20549				Number:	3235-0287	
if no longer								Expires:	January 31, 2005	
subject to Section 16. Form 4 or	subject to Section 16. SIATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES							Estimated average burden hours per		
Form 5 obligations may continue <i>See</i> Instruction 1(b).	20/h	•	ty Holdin	g Company	y Act	of 19:			0.5	
(Print or Type Resp	oonses)									
1. Name and Addr GAULD WILL	AM B Symbol Issuer					Relationship of R uer	Reporting Person	on(s) to		
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) Director 02/29/2008 X Officer (give below)						ek all applicable)		
C/O INGERSO COMPANY, 1 RIDGE ROAD	55 CHESTNUT							10% Owner e title Other (specify below) or Vice President		
	(Street)							oint/Group Filing(Check		
MONTVALE,	NJ 07645	Filed(Month/I	Day/Year)				plicable Line) _ Form filed by On . Form filed by Mo son			
(City)	(State) (Zip)	Table I	- Non-Der	ivative Secur	ities A	cquire	d, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	any	Deemed cution Date, if nth/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on(A) or Dispo (Instr. 3, 4 a	osed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Shares			Code V	Amount		Price	(Instr. 3 and 4) 9,304	D		
(Performance Shares) Class A Common										
Shares (EDCP II) (1)	02/29/2008		A	4,722.17	A	\$0		D	D 01	
Class A Common							1,919.39	I	By Plan Trustee	

Shares (2)

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.

SEC 1474

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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. Transac Code (Instr. 8	0 S S A (A C			ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAULD WILLIAM B C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645

Senior Vice President

Signatures

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

03/03/2008

**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).
- Represents units acquired under the IR Executive Deferred Compensation Plan II (the "EDCP II"). The units are to be converted on a (1) one-for-one basis and settled in Class A common shares upon the reporting person's termination of employment with the issuer, or earlier
- or later upon certain elections.
- (2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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