INGERSOLL RAND CO LTD
Form 3
June 12, 2008

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â COHON JARED L

(Last) (First) (Middle)

C/O INGERSOLL-RAND COMPANY,Â 155 CHESTNUT RIDGE ROAD

(Street)

MONTVALE,Â NJÂ 07645

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/05/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. 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 Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Shares	4,240	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Notional Shares (TDCP)	Â (1)	Â (1)	Class A Common Shares	1,567.71	$ (1)	D	Â
Stock Option (right to buy)	Â (2)	02/02/2010	Class A Common Shares	14,400	$ 4.76	D	Â
Stock Option (right to buy)	Â (2)	03/01/2011	Class A Common Shares	14,400	$ 9.31	D	Â
Stock Option (right to buy)	Â (2)	02/07/2012	Class A Common Shares	14,400	$ 10.07	D	Â
Stock Option (right to buy)	Â (2)	02/06/2013	Class A Common Shares	12,384	$ 12.13	D	Â
Stock Option (right to buy)	Â (2)	02/04/2014	Class A Common Shares	10,368	$ 21.22	D	Â
Stock Option (right to buy)	Â (2)	02/02/2015	Class A Common Shares	10,080	$ 27.35	D	Â
Stock Option (right to buy)	Â (2)	02/01/2016	Class A Common Shares	10,080	$ 22.57	D	Â
Stock Option (right to buy)	Â (2)	02/05/2017	Class A Common Shares	10,080	$ 34.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHON JARED L C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE,Â NJÂ 07645	Â X	Â	Â	Â

Signatures

By:/s/Barbara A. Santoro - Attorney-in-Fact	06/12/2008
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares held under the Trane Inc. Deferred Compensation Plan ("TDCP").

(2) Options were originally granted under the Trane incentive stock plans and were converted into options to purchase Ingersoll-Rand shares effective upon the merger of Trane with Indian Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of the Company, on June 5, 2008. Pursuant to the terms of the Merger Agreement among the Company, Trane and Merger Sub, all Trane options, whether or not exercisable or vested at the time of the merger, became fully vested and exercisable at the time of the merger.

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