

Conover, IV John W.
Form 4
February 17, 2010

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Conover, IV John W.

(Last) (First) (Middle)

C/O INGERSOLL-RAND
COMPANY, ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ingersoll-Rand plc [IR]

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

02/12/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares (Restricted Share Units) (1)	02/12/2010		F	625 (2) D \$ 0	3,373 (3)	D	
Ordinary Shares					1,451 (4)	D	
Ordinary Shares (TDCP) (5)					3,291.03	D	

Edgar Filing: Conover, IV John W. - Form 4

2009-2010 Performance Share Units ⁽⁶⁾	13,654	D	
2009-2011 Performance Share Units ⁽⁷⁾	13,654	D	
Notional Shares (NQ-TSSP) ⁽⁸⁾	1,855.99	D	
Ordinary Shares ⁽⁹⁾	12,288.12	I	By Plan Trustee

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
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Conover, IV John W. C/O INGERSOLL-RAND COMPANY ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	Senior Vice President

Signatures

/s/ Kenneth H. Yi -
Attorney-in-Fact

02/17/2010

__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) Restricted Share Units vest in three annual installments beginning on February 12, 2010.

(2) Represents shares forfeited pursuant to a net settlement procedure for Restricted Share Units.

(3) Amount reflects the reduction of forfeited net settlement shares as well as the resulting net shares that have vested and are now held directly as ordinary shares by the Reporting Person.

(4) Includes shares acquired pursuant to a net settlement procedure for the vested Restricted Share Units.

Represents units acquired under the Trane Deferred Compensation Plan ("TDCP"). The units are to be converted on a one-for-one basis
(5) and settled in ordinary shares of the Company, less applicable withholding taxes, upon the reporting person's termination of employment with the Company, or earlier or later upon certain elections.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the
(6) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the
(7) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.

(8) These Notional Shares were acquired under the Trane Inc. Supplemental Savings Plan (the "NQ-TSSP") and are to be settled in shares of the Company after termination of employment.

(9) 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.

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.