

Teirlinck Didier P
Form 4
May 12, 2011

FORM 4

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

OMB APPROVAL

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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 *
Teirlinck Didier P

(Last) (First) (Middle)

C/O INGERSOLL-RAND
COMPANY, ONE CENTENNIAL
AVENUE

(Street)

PISCATAWAY, NJ 08854

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ingersoll-Rand plc [IR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	05/10/2011		M		15,000	A	\$ 16.85
Ordinary Shares	05/10/2011		S		15,000	D	\$ 51.95 <u>(1)</u>
Ordinary Shares ⁽²⁾							1,147.6
Ordinary Shares (EDCP II) ⁽³⁾							25,955.65
						I	By Plan Trustee
						D	

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2009 - 2011 Performance Share Units <u>(4)</u>	31,167	D
2010 - 2012 Performance Share Units <u>(5)</u>	18,992	D
2011 - 2013 Performance Share Units <u>(6)</u>	12,676	D
Ordinary Shares (Restricted Share Units) <u>(7)</u>	16,004	D

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. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.85	05/10/2011		M	15,000	<u>(8)</u>	02/11/2019	Ordinary Shares	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Teirlinck Didier P
C/O INGERSOLL-RAND COMPANY
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08854

Senior Vice President

Signatures

/s/ Kenneth Yi -
Attorney-in-Fact

05/12/2011

__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).

The reported price is the weighted average price for the transactions on May 10, 2011. The range of prices for the transactions is from
(1) \$51.95 to \$51.96 per share. Information regarding the number of shares disposed at each separate price will be provided upon request of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

(2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

Represents vested units acquired or deferred under the IR Executive Deferred Compensation Plan II (the "EDCP II"). The units are to be
(3) converted on a one-for-one basis and settled in shares upon the reporting person's termination of employment with the issuer, 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 zero to two times the
(4) initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2012.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the
(5) initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2013.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from zero to two times the
(6) initial target amount, will depend upon the Issuer's financial performance during the relevant performance period relative to peer companies in the S&P 500 Industrial Index. The shares, if any, will be issued in the first quarter of 2014.

(7) Restricted Share Units vest in three (3) equal annual installments beginning on the first anniversary of the date of grant. Upon vesting, each unit is convertible into one (1) ordinary share of the Issuer.

(8) The option vests in three equal annual installments beginning on February 12, 2010.

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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