#### INGERSOLL RAND CO LTD

Form 4 June 02, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

Derivative

(Print or Type Responses)

1. Name and Address of Reporting Person \* LICHTENBERGER H WILLIAM

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First)

INGERSOLL RAND CO LTD [IR]

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 06/01/2005

X\_ Director 10% Owner Officer (give title Other (specify below)

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

(Street)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MONTVALE, NJ 07645

(State) (Zip) 2. Transaction Date 2A. Deemed

Conversion

(Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

**Expiration Date** 

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and (Month/Day/Year) Execution Date, if TransactiorDerivative

7. Title and Amount of

**Underlying Securities** 

### Edgar Filing: INGERSOLL RAND CO LTD - Form 4

(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) 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)	<u>(1)</u>	06/01/2005		A	722.35	<u>(1)</u>	<u>(1)</u>	Class A Common Shares	722.35

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

LICHTENBERGER H WILLIAM

CAN INCERSOLL BAND COMPANY

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



### **Signatures**

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

06/02/2005

Date

\*\*Signature of Reporting Person

### **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.

Reporting Owners 2