

Ingersoll-Rand plc
Form 4
March 02, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULTANA KEITH A

(Last) (First) (Middle)

**C/O INGERSOLL-RAND
COMPANY, 800-E BEATY
STREET**

(Street)

DAVIDSON, NC 28036

(City) (State) (Zip)

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

Ingersoll-Rand plc [IR]

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

02/28/2017

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)
			Code	V	Amount	(A) or (D)	Price		
Ordinary Shares	02/28/2017		M		1,536	A	\$ 59.825	12,109	D
Ordinary Shares	02/28/2017		M		3,318	A	\$ 67.055	15,427	D
Ordinary Shares	02/28/2017		M		3,401	A	\$ 50.0025	18,828	D
Ordinary Shares	02/28/2017		S		7,209	D	\$ 80.65 ⁽¹⁾	11,619	D
Ordinary Shares ⁽²⁾								13,301.2894	I
									By Plan Trustee

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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. F Der Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 59.825	02/28/2017		M		1,536		<u>(3)</u>	02/24/2024	Ordinary Shares	1,536
Stock Option (Right to Buy)	\$ 67.055	02/28/2017		M		3,318		<u>(4)</u>	02/02/2025	Ordinary Shares	3,318
Stock Option (Right to Buy)	\$ 50.0025	02/28/2017		M		3,401		<u>(5)</u>	02/09/2026	Ordinary Shares	3,401

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULTANA KEITH A C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036			Senior Vice President	

Signatures

/s/ Sara Walden Brown -
Attorney-in-Fact

03/02/2017

 **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).

This transaction was executed in multiple trades ranging from \$80.63 to \$80.65 per share. The price reported above reflects the weighted

- (1) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (3) The option vests in three (3) equal installments beginning on February 25, 2015.
- (4) The option vests in three (3) equal installments beginning on February 3, 2016.
- (5) The option vests in three (3) equal installments beginning on February 10, 2017.

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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