

Conover, IV John W.
Form 4
February 26, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2013

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

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

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

DAVIDSON, NC 28036

(City) (State) (Zip)

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 or Price		
Ordinary Shares	02/22/2013		A		25,327.33 ⁽¹⁾	A	\$ 0 39,614.21 D
Ordinary Shares	02/22/2013		A		3,803 ⁽²⁾	A	\$ 0 36,309.21 D
Ordinary Shares	02/22/2013		F		7,108	D	\$ 52.6 32,506.21 D
Ordinary Shares	02/24/2013		F		649	D	\$ 52.6 35,660.21 D
Ordinary Shares ⁽³⁾							13,070.08 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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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 52.6	02/22/2013		A	12,122	<u>(4)</u>	02/21/2023	Ordinary Shares	12,122

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conover, IV John W. C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036			Senior Vice President	

Signatures

/s/ S. Wade Sheek - Attorney-in-Fact 02/26/2013

 **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) Represents the vesting of performance share units for the 2010-2012 performance period.
- (2) Represents restricted stock units that vest in three (3) annual installments beginning on February 22, 2014.
- (3) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (4) The stock option vests in three (3) equal annual installments beginning on February 22, 2014.

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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