

AVEDON MARCIA J
 Form 4
 February 23, 2010

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 *
 AVEDON MARCIA J

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)
 C/O INGERSOLL-RAND
 COMPANY, ONE CENTENNIAL
 AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2010

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

(Street)
 PISCATAWAY, NJ 08855

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

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Ordinary Shares	02/22/2010		M	5,000 A \$ 16.85	7,026	D	
Ordinary Shares	02/22/2010		S	5,000 D \$ 33.27 (1)	2,026	D	
Ordinary Shares (Restricted Share Units) (2)					13,360	D	

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Ordinary Shares (EDCP II) ⁽³⁾	20,080.98	D	
2010-2012 Performance Share Units ⁽⁴⁾	14,719	D	
2009-2010 Performance Share Units ⁽⁵⁾	24,637	D	
2009-2011 Performance Share Units ⁽⁶⁾	24,637	D	
Ordinary Shares ⁽⁷⁾	915.56	I	By Plan Trustee

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. Puts, Calls, Warrants, or Other Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.85	02/22/2010		M	5,000	⁽⁸⁾	02/11/2019	Ordinary Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

AVEDON MARCIA J
C/O INGERSOLL-RAND COMPANY
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08855

Senior Vice President

Signatures

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

02/23/2010

__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).

The reported price is the weighted average price for the transactions on February 22, 2010. The range of prices for the transactions is from

(1) \$33.27 to \$33.28 per share. Information regarding the number of shares purchased 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) Restricted Share Units vest in three equal annual installments beginning on the first anniversary of the date of grant.

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 0 to two times the

(4) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2013.

Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the

(5) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the 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

(6) initial target amount, will depend upon, among other things, the issuer's financial performance during the relevant performance period relative to companies in the S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.

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

(8) The options vest 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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