

Ingersoll-Rand plc
Form 4
March 04, 2014

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 *
Zafari Robert

(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)
02/28/2014

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)
EVP, Industrial Segment

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 | 02/28/2014 | | M | | 13,910 | A | \$ 34.39 |
| Ordinary Shares | 02/28/2014 | | M | | 18,471 | A | \$ 31.11 |
| Ordinary Shares | 02/28/2014 | | M | | 6,577 | A | \$ 13.49 |
| Ordinary Shares | 02/28/2014 | | M | | 10,744 | A | \$ 25.22 |
| Ordinary Shares | 02/28/2014 | | M | | 9,357 | A | \$ 37.74 |

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| | | | | | | | | |
|--------------------------------|------------|---|--------|---|------------------------|------------|---|-----------------|
| Ordinary Shares | 02/28/2014 | M | 5,873 | A | \$ 37.71 | 133,861.14 | D | |
| Ordinary Shares | 02/28/2014 | M | 5,743 | A | \$ 32.46 | 139,604.14 | D | |
| Ordinary Shares | 02/28/2014 | M | 7,208 | A | \$ 32.43 | 146,812.14 | D | |
| Ordinary Shares | 02/28/2014 | M | 6,973 | A | \$ 41.91 | 153,785.14 | D | |
| Ordinary Shares | 02/28/2014 | S | 84,856 | D | \$ 61.45 <u>(1)</u> | 68,929.14 | D | |
| Ordinary Shares ⁽²⁾ | | | | | | 3,157.03 | 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 34.39 | 02/28/2014 | | M | 13,910 | <u>(3)</u> 02/06/2017 | Ordinary Shares | 13,910 |
| Stock Option (Right to Buy) | \$ 31.11 | 02/28/2014 | | M | 18,471 | <u>(4)</u> 02/14/2018 | Ordinary Shares | 18,471 |
| Stock Option (Right to Buy) | \$ 13.49 | 02/28/2014 | | M | 6,577 | <u>(5)</u> 02/11/2019 | Ordinary Shares | 6,577 |

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 25.22 | 02/28/2014 | M | 10,744 | <u>(6)</u> | 02/15/2020 | Ordinary Shares | 10,744 |
| Stock Option (Right to Buy) | \$ 37.74 | 02/28/2014 | M | 9,357 | <u>(7)</u> | 02/13/2021 | Ordinary Shares | 9,357 |
| Stock Option (Right to Buy) | \$ 37.71 | 02/28/2014 | M | 5,873 | <u>(8)</u> | 02/13/2021 | Ordinary Shares | 5,873 |
| Stock Option (Right to Buy) | \$ 32.46 | 02/28/2014 | M | 5,743 | <u>(9)</u> | 02/23/2022 | Ordinary Shares | 5,743 |
| Stock Option (Right to Buy) | \$ 32.43 | 02/28/2014 | M | 7,208 | <u>(10)</u> | 02/23/2022 | Ordinary Shares | 7,208 |
| Stock Option (Right to Buy) | \$ 41.91 | 02/28/2014 | M | 6,973 | <u>(11)</u> | 02/21/2023 | Ordinary Shares | 6,973 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zafari Robert C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036 | | | EVP, Industrial Segment | |

Signatures

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

03/04/2014

**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) This transaction was executed in multiple trades ranging from \$61.45 to \$61.48 per share. The price reported above reflects the weighted average sale 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.

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- (2) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (3) The stock option vests in three (3) equal annual installments beginning on February 7, 2008.
- (4) The stock option vests in three (3) equal annual installments beginning on February 15, 2009.
- (5) The stock option vests in three (3) equal annual installments beginning on February 12, 2010.
- (6) The stock option vests in three (3) equal annual installments beginning on February 16, 2011.
- (7) The stock option vests in three (3) equal annual installments beginning on February 14, 2012.
- (8) The stock option vests in three (3) equal annual installments beginning on February 14, 2012.
- (9) The stock option vests in three (3) equal annual installments beginning on February 24, 2013.
- (10) The stock option vests in three (3) equal annual installments beginning on February 24, 2013.
- (11) The stock option vests in three (3) equal annual installments beginning on February 22, 2014.

Remarks:

Options reflect adjustments related to the Allegion plc spin-off.

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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