

Zafari Robert
 Form 4
 November 24, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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,, ONE CENTENNIAL
 AVENUE

(Street)

PISCATAWAY, NJ 08854

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/23/2010

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)
 Senior Vice President

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
			Code	V	Amount					
Ordinary Shares	11/23/2010		M		2,400	A	\$ 20.27	6,430	D	
Ordinary Shares	11/23/2010		D		1,198	D	\$ 40.58	5,232	D	
Ordinary Shares (Restricted Share Units)								2,631	D	
<u>(1)</u>								3,799	D	

Shares
(Restricted
Share Units)
(2)

2009-2010
Performance
Share Units
(3)

9,931 D

2009-2011
Performance
Share Units
(4)

9,931 D

2010-2012
Performance
Share Units
(5)

6,331 D

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Rights	\$ 20.27	11/23/2010		M	2,400	<u>(6)</u>	01/01/2011	Ordinary Shares	2,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Zafari Robert
C/O INGERSOLL-RAND COMPANY,
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08854

Senior Vice President

Signatures

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

11/24/2010

__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).
- (1) Represents ordinary shares that may be issued upon the vesting of a like number of restricted share units granted on February 12, 2009. The restricted share units vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (2) Represents ordinary shares that may be issued upon the vesting of a like number of restricted share units granted on February 16, 2010. The restricted share units vest in three equal annual installments beginning on the first anniversary of the grant.
- (3) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the 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.
- (4) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the 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.
- (5) Represents target number of Performance Shares. The actual number of shares to be issued, which could range from 0 to two times the 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.
- (6) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 01/02/2002.

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