

TRANE INC.  
Form 4  
June 09, 2008

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POSES FREDERIC M**

(Last) (First) (Middle)

**C/O TRANE INC., ONE  
CENTENNIAL AVENUE**

(Street)

**PISCATAWAY, NJ 08855**

(City) (State) (Zip)

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

**TRANE INC. [TT]**

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

**06/05/2008**

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)

Chairman & CEO

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<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|--|
| Common<br>Stock,<br>\$.01 par<br>value | 06/05/2008                              |   | D                                    | 3,000   | D <u>1</u> 0   | I   | Held by<br>spouse/children                                     |
| Common<br>Stock,<br>\$.01 par<br>value | 06/05/2008                              |   | D                                    | 5,284.174   | D <u>1</u> 0   | I   | ESOP/Savings<br>Plan <sup>(2)</sup>                            |

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

**required to respond unless the form  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---|---|---|---|---|--|--|--|
|   |   |   |   | Code                                    | V (A) (D)  | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>Number<br>Shares                            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 9.05   | 06/05/2008                              |   | D                                       | 228,255  | 06/05/2008 <sup>(3)</sup> 10/06/2009                           | Common<br>Stock,<br>\$.01 par<br>value 22                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 13.35  | 06/05/2008                              |   | D                                       | 739,398  | 06/05/2008 <sup>(3)</sup> 02/07/2011                           | Common<br>Stock,<br>\$.01 par<br>value 73                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.08  | 06/05/2008                              |   | D                                       | 303,698  | 06/05/2008 <sup>(3)</sup> 02/07/2012                           | Common<br>Stock,<br>\$.01 par<br>value 30                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.08  | 06/05/2008                              |   | D                                       | 446,302  | 06/05/2008 <sup>(3)</sup> 02/07/2012                           | Common<br>Stock,<br>\$.01 par<br>value 44                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.08  | 06/05/2008                              |   | D                                       | 3,000,000  | 06/05/2008 <sup>(3)</sup> 02/07/2012                           | Common<br>Stock,<br>\$.01 par<br>value 3,0                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| POSES FREDERIC M<br>C/O TRANE INC.<br>ONE CENTENNIAL AVENUE<br>PISCATAWAY, NJ 08855 | X             |           | Chairman<br>& CEO |       |

## Signatures

/s/Frederic M. Poses (By M. Cresitello by Power of Attorney)

06/09/2008

\_\_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).

Disposed of pursuant to the merger agreement between issuer and Indian Merger Sub, Inc. (a wholly owned subsidiary of Ingersoll-Rand Company Limited) in exchange for Ingersoll Rand Class A common shares at an exchange ratio of 0.23 per share plus \$36.50 per share in cash.

(2) Includes shares held in ESOP, Savings Plan and Supplemental Savings Plan.

(3) Pursuant to the terms of the merger agreement, all options, whether or not exercisable or vested at the Effective Time of the merger, became, as of the effective time of the merger, fully vested and exercisable.

This option was canceled in the merger in exchange for a cash payment of \$8,570,602.33, representing the difference between the exercise price and the deemed value of the merger consideration to be paid in the merger in accordance with the merger agreement (\$46.60 per share).

This option was canceled in the merger in exchange for a cash payment of \$24,583,775.47, representing the difference between the exercise price and the deemed value of the merger consideration to be paid in the merger in accordance with the merger agreement (\$46.60 per share).

This option was canceled in the merger in exchange for a cash payment of \$9,875,762.78, representing the difference between the exercise price and the deemed value of the merger consideration to be paid in the merger in accordance with the merger agreement (\$46.60 per share).

(7) In the merger, this option was converted into 428,449 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$10.07.

(8) In the merger, this option was converted into 2,880,000 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$10.07.

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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