

Zafari Robert  
 Form 4  
 September 06, 2012

**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, 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)  
 09/04/2012

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 Indirect Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Ordinary Shares	09/04/2012		M		13,240	A	\$ 32.1825	43,058.22	D	
Ordinary Shares	09/04/2012		M		14,400	A	\$ 38.685	57,458.22	D	
Ordinary Shares	09/04/2012		F		21,348	D	\$ 46.05	36,110.22	D	
Ordinary Shares	09/05/2012		S		6,292	D	\$ 45.44 (1)	29,818.22 (2)	D	
Ordinary Shares (3)								2,324.64	I	By Plan Trustee

Edgar Filing: Zafari Robert - Form 4

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 required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Rights	\$ 32.1825	09/04/2012		M	13,240	<u>(4)</u> 02/03/2014	Ordinary Shares
Stock Appreciation Rights	\$ 38.685	09/04/2012		M	14,400	<u>(5)</u> 02/01/2015	Ordinary Shares
Phantom Stock Units	\$ 0	09/05/2012		A	52.14	<u>(6)</u> <u>(6)</u>	Ordinary Shares

## 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			Senior Vice President	

## Signatures

/s/ S. Wade Sheek - Attorney-in-Fact 09/06/2012

\*\*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).
- This transaction was executed in multiple trades ranging from \$45.431 to \$45.441 per share. The price reported above reflects the (1) weighted average purchase 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.

## Edgar Filing: Zafari Robert - Form 4

- (2) Includes 4,631 ordinary shares that were previously inadvertently omitted.
- (3) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (4) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 02/04/2005.
- (5) Stock appreciation rights, which have a ten-year term, became exercisable in three equal annual installments beginning on 02/02/2006.
- (6) These Phantom Stock Units are to be settled in cash equal to the fair market value of ordinary shares multiplied by the number of phantom stock units held upon the reporting person's termination of employment with the issuer.
- (7) Amount represents an approximate number of shares based on the total market value of the reporting person's Company stock fund units, as reported by the trustee of the Company supplemental compensation plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.