

FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
PANNIER DAVID R			6/5/2008		INGERSOLL RAND CO LTD [IR]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O INGERSOLL-RAND COMPANY, 155 CHESTNUT RIDGE ROAD			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
MONTVALE, NJ 07645					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Shares	7384	D	
Class A Common Shares (TESOP) (1)	2806.56	I	By Plan Trustee
Class A Common Shares (TSP) (2)	4417.65	I	By Plan Trustee

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Notional Shares (NQ-TSSP)	(3)	(3)	Class A Common Shares	58.47	(3)	D	
Stock Option (right to buy)	(4)	2/6/2013	Class A Common Shares	57600	\$12.13	D	
			Class A				

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(4)	2/4/2014	Common Shares	48960	\$21.22	D	
Stock Option (right to buy)	(4)	2/2/2015	Class A Common Shares	48000	\$27.35	D	
Stock Option (right to buy)	(4)	2/1/2016	Class A Common Shares	48000	\$22.57	D	
Stock Option (right to buy)	(4)	2/5/2017	Class A Common Shares	48000	\$34.21	D	
Stock Option (right to buy)	(4)	2/7/2012	Class A Common Shares	49464	\$10.07	D	
Stock Option (right to buy)	(4)	2/2/2010	Class A Common Shares	11615	\$8.62	D	
Stock Option (right to buy)	(4)	3/1/2011	Class A Common Shares	7813	\$12.81	D	

Explanation of Responses:

- (1) Shares held in the Trane ("Trane") Employee Stock Ownership Plan ("TESOP").
- (2) Shares held in the Trane Savings Plan ("TSP").
- (3) These Notional Shares were acquired under the Trane Inc. Supplemental Savings Plan (the "NQ-TSSP") and are to be settled in Ingersoll-Rand shares after termination of employment.
- (4) Options were originally granted under the Trane incentive stock plans and were converted into options to purchase Ingersoll-Rand shares effective upon the merger of Trane with Indian Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of the Company, on June 5, 2008. Pursuant to the terms of the Merger Agreement among the Company, Trane and Merger Sub, all Trane options, whether or not exercisable or vested at the time of the merger, became fully vested and exercisable at the time of the merger.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PANNIER DAVID R C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645			Senior Vice President	

Signatures

By:/s/Barbara A. Santoro - Attorney-in-Fact

6/11/2008

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby constitutes and appoints Patricia Nachtigal, Barbara A. Santoro and Kenneth E. Yi, and each of them severally, the undersigned's true and lawful attorneys and agents, with power to act with or without the other, to execute and file with the Securities and Exchange Commission, on behalf of the undersigned, any forms required to be filed by the undersigned pursuant to Rule 144 under the Securities Act of 1933 or pursuant to regulations under Section 16 of the Securities Exchange Act of 1934 in connection with transactions engaged in or to be engaged in by the undersigned in securities of Ingersoll-Rand Company Limited, a Bermuda company, and any and all amendments to such forms, and any and all instruments or documents filed as a part of or in connection with such forms and amendments; and the undersigned hereby ratifies and confirms all that said attorneys and agents and each of them shall do or cause to be done by virtue hereof. This Power of Attorney shall remain in effect until revoked or modified.

IN WITNESS WHEREOF the undersigned has subscribed these presents this 5th day of June, 2008.

/s/ David R. Pannier