

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>HENKEL HERBERT L</b> <small>(Last) (First) (Middle)</small>  <b>C/O INGERSOLL-RAND COMPANY, ONE CENTENNIAL AVENUE</b> <small>(Street)</small>  <b>PISCATAWAY, NJ 08855</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Ingersoll-Rand plc [ IR ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/3/2010</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/3/2010		M		25000	A	\$23.31	31000	D	
Ordinary Shares	3/3/2010		S		25000	D	\$33.22 (1)	6000	D	
Ordinary Shares (EDCP II) (2)								212359.52 (3)	D	
2009-2010 Performance Share Units (4)								222618	D	
2009-2011 Performance Share Units (5)								222618	D	
Ordinary Shares (6)								229635.13	D	
Ordinary Shares (EDCP) (7)								221966.27	D	
Ordinary Shares (8)								11574.08	I	By Plan Trustee

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$23.31	3/3/2010		M		25000		(9)	5/2/2010	Ordinary Shares	25000	\$0.00	0	D	

**Explanation of Responses:**

(1) The reported price is the weighted average price for the transactions on March 3, 2010. The range of prices for the transactions is from \$33.10 to \$33.40 per share. Information regarding the number of shares purchased at each separate price will be provided upon request

of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

- (2) Represents vested units acquired or deferred under the IR Executive Deferred Compensation Plan II (the "EDCP II"). The units are to be converted on a one-for-one basis and settled in shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.
- (3) Includes 55,200 Performance Shares that vested on February 12, 2010.
- (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 S&P 500 Industrial Index. The shares, if any, will be issued in February 2011.
- (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 S&P 500 Industrial Index. The shares, if any, will be issued in February 2012.
- (6) Deferred distribution of stock grants awarded under the Company's Incentive Stock Plan. Deferred shares reflect any accrued dividends on such shares.
- (7) Represents vested units acquired or deferred under the IR Executive Deferred Compensation Plan (the "EDCP"). The units are to be converted on a one-for-one basis and settled in shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.
- (8) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (9) The options vested in three equal annual installments on the first, second and third anniversaries of the date of grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENKEL HERBERT L C/O INGERSOLL-RAND COMPANY  ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X			

**Signatures**

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

3/4/2010

\*\* 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 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).

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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