

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INGERSOLL-RAND COMPANY LIMITED

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

75-2993910
(I.R.S. Employer
Identification Number)

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**IR Executive Deferred Compensation Plan II
IR-Limited Director Deferred Compensation and Stock Award Plan II**
(Full Title of the Plans)

Patricia Nachtigal, Esq.
Senior Vice President and General Counsel
155 Chestnut Ridge Road
Montvale, New Jersey 07645
(201) 573-0123

(Name and address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:
Avrohom J. Kess, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price (2)	Amount of registration fee(2)
Class A common shares, par value \$1.00 per share	1,000,000	\$38.93	\$38,930,000	\$1,530
Preference share purchase rights to purchase Series A preference shares, par value \$.001 per share	1,000,000	(3)	(3)	(3)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers any additional Class A common shares which may be issued under the IR Executive Deferred Compensation Plan II (as amended and restated, the "EDCP") and the IR-Limited Director Deferred Compensation and Stock Award Plan II (as amended and restated, the "DDCP") to prevent dilution resulting from any stock split, stock dividend or similar transaction.



(2) Pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act of 1933, as amended, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the average high and low prices per share of the Class A common shares on the New York Stock Exchange on February 22, 2008.

(3) Preference share purchase rights to purchase Series A preference shares currently are attached to and trade with the Class A common shares of the Registrant. Value attributable to such rights, if any, is reflected in the market price of the Class A common shares, and such rights would, under certain circumstances, be issued for no additional consideration. Accordingly, there is no offering price for the rights and no registration fee is required.

The 1,000,000 shares of Class A Common Stock of Ingersoll-Rand Company Limited (the “Company”) and the attached preference share purchase rights to purchase Series A preference shares being registered pursuant to this Registration Statement are additional securities of the same class as other securities for which a registration statement (File No. 333-143716) on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on June 13, 2007. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “Commission”) by Ingersoll-Rand Company Limited (the “Company”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Securities Act of 1933, as amended (the “Act”), are hereby incorporated by reference in this registration statement:

- (a) The Company’s Annual Report on Form 10-K for the year ended December 31, 2006, as filed on March 1, 2007.
- (b) The Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2007, June 30, 2007 and September 30, 2007, as filed on May 10, 2007, August 8, 2007 and November 2, 2007, respectively.
- (c) The Company’s Current Reports on Form 8-K filed on February 13, 2007, February 28, 2007, April 23, 2007, May 4, 2007, May 15, 2007, June 8, 2007, July 27, 2007, July 31, 2007, August 3, 2007, August 29, 2007, October 9, 2007, November 1, 2007, December 4, 2007, December 17, 2007, January 11, 2008 and February 20, 2008 (other than, in each case, those documents or the portions of those documents furnished and not deemed to be filed).
- (d) The description of the Company’s Class A common shares contained under the caption “Description of Authorized Shares of IR-Limited” set forth in Amendment No. 1 to the Company’s Registration Statement on Form S-4 (File No. 333-71642) filed with the Commission on October 30, 2001, including all amendments and reports filed for the purpose of updating such description.

All documents that the Company subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K shall not be incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

A description of the Class A common shares and the attached preference share purchase rights to purchase Series A preference shares is not required to be filed with this registration statement.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

For the list of exhibits, see the Exhibit Index to this Registration Statement, which is incorporated in this item by reference.

The Company hereby undertakes that it has submitted or will submit the EDCP and the DDCP and any amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner and have made or will make all changes required by the IRS in order to qualify each of the EDCP and the DDCP under Section 401 of the Code.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Montvale, state of New Jersey on this 26th day of February, 2008.

INGERSOLL-RAND COMPANY LIMITED

By: /s/ Patricia Nachtigal

Name: Patricia Nachtigal
Title: Senior Vice President and General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Herbert L. Henkel, James V. Gelly and Patricia Nachtigal, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, in connection with this registration statement, to sign any and all amendments or supplements to the registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on the 26th day of February 2008.

Signature

Title

/s/ Herbert L. Henkel

Herbert L. Henkel

Chairman, President, Chief Executive
Officer and Director
(Principal Executive Officer)

/s/ James V. Gelly

James V. Gelly

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Richard W. Randall

Richard W. Randall

Vice President and Controller
(Principal Accounting Officer)

/s/ Ann C. Berzin

Ann C. Berzin

Director

/s/ Gary D. Forsee

Gary D. Forsee

Director

/s/ Peter C. Godsoe

Peter C. Godsoe

Director

/s/ Constance Horner

Constance Horner

Director

/s/ H. William Lichtenberger

H. William Lichtenberger

Director

/s/ Theodore E. Martin

Theodore E. Martin

Director

/s/ Patricia Nachtigal

Patricia Nachtigal

Director

/s/ Orin R. Smith

Orin R. Smith

Director

/s/ Richard J. Swift

Richard J. Swift

Director

/s/ Tony L. White

Tony L. White

Director

EXHIBIT INDEX

Exhibit Number	Description of Document
4.1	Memorandum of Association of Ingersoll-Rand Company Limited, incorporated by reference to Exhibit 3.1 of Amendment No. 1 of the Company's Registration Statement on Form S-4 (File No. 333-71642), filed with the Commission on October 30, 2001.
4.2	Amended and Restated Bye-Laws of Ingersoll-Rand Company Limited, dated June 1, 2005, incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8 (File No. 333-128260), filed with the Commission on September 12, 2005
4.3	Specimen Ingersoll-Rand Company Limited Class A Common Share certificate, incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-4 (File No. 333-71642), filed with the Commission on October 16, 2001.
4.4	Certificate of Designation, Preferences and Rights of Series A Preference Shares of Ingersoll-Rand Company Limited, incorporated by reference to Exhibit 4.1 of Amendment No. 1 to the Company's Registration Statement on Form S-4 (File No. 333-71642), filed with the Commission on October 30, 2001.
4.5	Rights Agreement between Ingersoll-Rand Company Limited and The Bank of New York, as Rights Agent, incorporated by reference to Exhibit 4.2 of Amendment No. 1 to the Company's Registration Statement on Form S-4 (File No. 333-71642), filed with the Commission on October 30, 2001.
4.6	Voting Agreement between Ingersoll-Rand Company Limited and Ingersoll-Rand Company, incorporated by reference to Exhibit 4.3 of Amendment No. 1 to the Company's Registration Statement on Form S-4 (File No. 333-71642), filed with the Commission on October 30, 2001.
4.7	IR Executive Deferred Compensation Plan II, as amended and restated effective August 1, 2007 incorporated by reference to Exhibit 10.2 of the Company's Form 8-K, filed with the Commission on August 3, 2007.
4.8	IR-Limited Director Deferred Compensation and Stock Award Plan II, as amended and restated effective August 1, 2007 incorporated by reference to Exhibit 10.4 of the Company's Form 8-K, filed with the Commission on August 3, 2007.
5.1*	Opinion of Conyers Dill & Pearman.
23.1*	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Conyers Dill & Pearman (contained in Exhibit 5.1).
24	Power of Attorney (included in the signature page of this Registration Statement)

* Filed herewith.

Conyers Dill & Pearman

BARRISTERS & ATTORNEYS

CLARENDON HOUSE, 2 CHURCH STREET, HAMILTON HM 11, BERMUDA
TEL: (441) 295 1422 FAX: (441) 292 4720 EMAIL: BERMUDA@CONYERSDILLANDPEARMAN.COM
WWW.CONYERSDILLANDPEARMAN.COM

26 February, 2008

Ingersoll-Rand Company Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

DIRECT LINE: 441 299 4925
E-MAIL: Julie.McLean@conyersdillandpearman.com
OUR REF: 380463JEMail/corpdocs240314
YOUR REF:

Dear Sirs

Ingersoll-Rand Company Limited (the "Company")

We have acted as special legal counsel in Bermuda to the Company in connection with a registration statement on form S-8 to be filed with the U.S. Securities and Exchange Commission (the "Commission") on 26 February, 2008 (the "Registration Statement", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the "Securities Act") of 1,000,000 Class A common shares, par value US\$1.00 per share (the "Common Shares") which are to be issued pursuant the IR Executive Deferred Compensation Plan II or the IR-Limited Director Deferred Compensation and Stock Award Plan II (the "Plans", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined a copy of the Registration Statement and a copy of the Plan. We have also reviewed the memorandum of association and the bye-laws of the Company, unanimous written resolutions of the directors of the Company effective 15 October, 2001, 31 December, 2001 and 21 February, 2008 respectively (collectively, the "Resolutions") and such other documents and made such enquires as to questions of law as we have deemed necessary in order to render the opinions set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plans and other documents reviewed



by us, (d) that the Resolutions remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein, (f) that on the date of issuance of any award under the Plans, the Company will be able to pay its liabilities as they become due, (g) that the Plans are valid, binding and enforceable in accordance with their respective terms, (h) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (i) that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued common shares, and (j) that the Common Shares will be listed on the New York Stock Exchange and the general permissions granted by the Bermuda Monetary Authority on 17 October, 2001 and 30 August, 2002 respectively will not have been revoked or amended at the time of issue of any Common Shares or of any stock options pursuant to the Plans.

The obligations of the Company under the Plan (a) will be subject to the laws from time to time in effect relating to bankruptcy, insolvency, liquidation, possessory liens, rights of set off, reorganisation, amalgamation, moratorium or any other laws or legal procedures, whether of a similar nature or otherwise, generally affecting the rights of creditors, (b) will be subject to statutory limitation of the time within which proceedings may be brought, (c) will be subject to general principles of equity and, as such, specific performance and injunctive relief, being equitable remedies, may not be available, (d) may not be given effect to by a Bermuda court if and to the extent they constitute the payment of an amount which is in the nature of a penalty and not in the nature of liquidated damages, (e) may not be given effect by a Bermuda court to the extent that they are to be performed in a jurisdiction outside Bermuda and such performance would be illegal under the laws of that jurisdiction. Notwithstanding any contractual submission to the jurisdiction of specific courts, a Bermuda court has inherent discretion to stay or allow proceedings in the Bermuda courts.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issue of the Common Shares pursuant to the Plans and is not to be relied upon in respect of any other matter.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the terms of the Plans, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).



We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

A handwritten signature in cursive script that reads "Conyers Dill & Pearman".

CONYERS DILL & PEARMAN



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2007 relating to the consolidated financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Ingersoll-Rand Company Limited's Annual Report on Form 10-K for the year ended December 31, 2006.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Florham Park, New Jersey
February 26, 2008

