

# 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, 155 CHESTNUT RIDGE ROAD</b> <small>(Street)</small>  <b>MONTVALE, NJ 07645</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>INGERSOLL RAND CO LTD [ IR ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/15/2008</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman, President and CEO</b>
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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			
Class A Common Shares (1)								212600	D	
Class A Common Shares								6000	D	
Class A Common Shares (Performance Shares) (2)	2/15/2008		A		116300	A	\$0	116300	D	
Class A Common Shares (EDCP I) (3) (5)								210747.52	D	
Class A Common Shares (EDCP II) (4) (5)								39026.63	D	
Class A Common Shares (6)								8411.92	I	By Plan Trustee
Class A Common Shares (8)								0	I	By Child

**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)	\$39.00	2/15/2008		A		337500		(7)	2/14/2018	Class A Common Shares	337500	\$0	337500	D	

**Explanation of Responses:**

- (1) Deferred distribution of stock grants awarded under the Company's Incentive Stock Plan. Awards include tax withholding rights.
- (2) These shares were granted under the Ingersoll-Rand Performance Share Program and vest one year from the date of grant.

- (3) Represents units acquired under the IR Executive Deferred Compensation Plan I (the "EDCP I"). The units are to be converted on a one-for-one basis and settled in Class A common shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.
- (4) Represents units acquired 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 Class A common shares upon the reporting person's termination of employment with the issuer, or earlier or later upon certain elections.
- (5) Prior to recent amendments in the provisions of the EDCP I and EDCP II, ownership of these units had been reported in Table II of Forms 3, 4 and 5. Under the EDCP I and EDCP II, as amended, units can only be settled in Class A common shares of the issuer, so their ownership is now being reported in Table I.
- (6) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan (which now includes amounts previously held in the I-R/Clark Leveraged Employee Stock Ownership Plan).
- (7) The option vests in three equal annual installments beginning on 2/15/2009.
- (8) Shares owned by an adult child of the reporting person who lived with the reporting person were previously reported separately. The reporting person disclaimed beneficial ownership of those securities. The adult child no longer lives with the reporting person and reporting of those securities is being discontinued.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HENKEL HERBERT L C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645</b>	<b>X</b>		<b>Chairman, President and CEO</b>	

**Signatures**

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

**2/19/2008**

\*\* 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 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.

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 4th day of December, 2007.

*/s/ Herbert L. Henkel*