

# 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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>GAULD WILLIAM B</b>		<b>Ingersoll-Rand plc [ IR ]</b>		<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Senior Vice President</b>	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)				
<b>C/O INGERSOLL-RAND COMPANY, ONE CENTENNIAL AVENUE</b>	<b>2/12/2010</b>				
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>PISCATAWAY, NJ 08855</b>			<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 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 (Restricted Share Units) <sup>(1)</sup>	2/12/2010		F		995 <sup>(2)</sup>	D	\$0.00	6134 <sup>(3)</sup>	D	
Ordinary Shares								2071 <sup>(4)</sup>	D	
Ordinary Shares (EDCP II) <sup>(5)</sup>								27364.92 <sup>(6)</sup>	D	
2009 - 2010 Performance Shares <sup>(7)</sup>								21372	D	
2009 - 2011 Performance Shares <sup>(8)</sup>								21372	D	
Ordinary Shares <sup>(9)</sup>								2921.8	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				

**Explanation of Responses:**

- (1) Restricted Share Units vest in three annual installments beginning on February 12, 2010.
- (2) Represents shares forfeited pursuant to a net settlement procedure for Restricted Share Units.
- (3) Amount reflects the reduction of forfeited net settlement shares as well as the resulting net shares that have vested and are now held directly as ordinary shares by the Reporting Person.
- (4) Represents net shares resulting from the net settlement procedures used for the Restricted Share Units.

- (5) 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.
- (6) Amount reflects 4,416 Performance Shares that vested on February 12, 2010.
- (7) 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.
- (8) 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.
- (9) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.

**Remarks:**

On July 1, 2009, Ingersoll-Rand plc, an Irish public limited company (the "Company") became the successor of Ingersoll-Rand Company Limited, a Bermuda company ("IR-Bermuda"), pursuant to scheme of arrangement under Bermuda law, whereby each holder of IR-Bermuda Class A common shares outstanding prior to the effective time of the transaction received, on a one-for-one basis, new ordinary shares of the Company. This transaction did not alter the proportionate interests of the security holders.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAULD WILLIAM B C/O INGERSOLL-RAND COMPANY  ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855			Senior Vice President	

**Signatures**

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

2/12/2010

\*\* 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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