
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 2, 2010

INGERSOLL-RAND PLC

(Exact Name of Registrant as Specified in Its Charter)

Ireland
(State or Other Jurisdiction
of Incorporation)

001-34400
(Commission
File Number)

98-0626632
(IRS Employer
Identification No.)

**170/175 Lakeview Dr.
Airside Business Park
Swords, Co. Dublin
Ireland**

(Address of principal executive offices, including zip code)

+(353) (0) 18707400
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of New Chief Executive Officer; Election of Directors; Departure of Officers.

On February 3, 2010, the Board of Directors of Ingersoll-Rand plc (the “Company”) elected Michael W. Lamach, age 46, President and Chief Executive Officer, effective immediately. Mr. Lamach has also been elected a member of the Board of Directors.

Mr. Herbert L. Henkel, who had been Chairman of the Board and Chief Executive Officer, will remain the full-time Chairman of the Board through the annual meeting of shareholders in June 2010, at which time Mr. Lamach is expected to succeed Mr. Henkel as Chairman.

During the past five years, Mr. Lamach held the following positions with the Company: President and Chief Operating Officer (February 2009 – February 2010); Senior Vice President and President of Trane Commercial Systems segment of the Company (June 2008 – February 2009); and Senior Vice President and President of Security Technologies segment of the Company (February 2004 – June 2008).

The Company issued a press release on February 4, 2010 announcing the election of Mr. Lamach and the changes to Mr. Henkel’s role. A copy of this news release is furnished as Exhibit 99.1 to this report.

Mr. Lamach’s new position includes the following compensation arrangements: (i) an annual base salary of \$1,000,000, effective February 3, 2010; (ii) a target 2010 cash incentive opportunity of 150% of base salary under the Annual Incentive Matrix (AIM) program; (iii) a target 2010 award of stock options valued at \$2,750,000; (iv) a target 2010 award under the Performance Share Program valued at \$2,750,000; (v) unlimited use of company-provided aircraft for business purposes and up to \$150,000 annually for personal use of aircraft; and (vi) eligibility to receive a severance payment equal to two times the sum of his base salary plus a prorated cash incentive award for the current year in the event of involuntary termination other than for cause.

The description above is a summary of the employment letter dated February 3, 2010 (the “Offer Letter”) and is qualified in its entirety by the Offer Letter, which is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Mr. Henkel’s compensation arrangements are as follows: (i) continuation of his current annual base salary of \$1,275,000, paid monthly, until retirement in June 2010; (ii) continuation of his target annual cash incentive under the AIM program, prorated for the actual time worked in 2010 and paid in 2011 based on 2010 performance; and (iii) continuation of his target long-term equity awards, to be granted in February 2010, which

will be given solely in the form of stock options rather than a mix of stock options and Performance Share Program units. The Compensation Committee believes that granting only stock options, which are longer-term in nature than Performance Share Program units, creates a better alignment with both shareholder returns and the long-term strategy and business transformation of the Company initiated by Mr. Henkel. Upon retirement, Mr. Henkel will not be provided with the use of any company aircraft, office space, or administrative support. He will be given his current Company car and computer and will have access to the Company-employed physician but no other perquisites.

In addition, the Compensation Committee of the Board of Directors agreed to amend the Elected Officers Supplemental Program II (“EOSP II”) to reset the rate to be used in calculating Mr. Henkel’s retirement benefit, in recognition of the critical role that he played in overseeing and managing an orderly transition of his role as Chief Executive Officer and because he has agreed to remain in place until June 2010 to assist in the transition of his role of Chairman of the Board. Under the amendment, the 10 year Treasury rate that will be used will be the lower of the rate if he retired on February 2, 2010 or the rate on the date of his retirement.

Additional information about the Company’s annual cash incentive under the AIM program, performance share and stock option programs, retirement plans and other executive compensation, benefit and perquisite arrangements is available in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 22, 2009.

Ms. Patricia Nachtigal, Senior Vice President and General Counsel of the Company, has advised the Board of her intention to retire, upon the transition of her role to her successor. As a result of her pending retirement, Ms. Nachtigal will not be nominated for election as a director at the annual meeting of shareholders in June 2010.

In recognition of Ms. Nachtigal’s willingness to delay her retirement until mid-December to assist with the selection of her successor, to work with her successor to ensure an orderly transition and to assist the new President and Chief Executive Officer transition to his new role, the Compensation Committee of the Board of Directors agreed to amend the EOSP II to set the rate to be used in calculating Ms. Nachtigal’s lump sum benefit. Under the amendment, the 10 year Treasury rate that will be used will be the lower of the rate if she retired on February 2, 2010 or the rate on the date of her retirement, which is expected to be December 15, 2010. In addition, Ms. Nachtigal would be entitled to receive a full (non-prorated) cash incentive award under the AIM program in February 2010 according to plan rules.

On February 3, 2010, the Board of Directors of the Company elected Ambassador John Bruton to serve as a director of the Company and also appointed him as a member of the Board’s Compensation Committee and Corporate Governance Committee. Mr. Bruton is the former Prime Minister of Ireland and former European Union Commission Head of Delegation to the United States.

Mr. Bruton will participate in the current director compensation arrangements applicable to non-employee directors. Under the terms of those arrangements, Mr. Bruton will receive an annual retainer of \$175,000 for his service on the Board.

Compensatory Arrangements of Certain Officers.

On February 2, 2010, the Compensation Committee of the Board approved the adoption of a new Clawback/Recoupment Policy, effective immediately. Under the policy, upon the review and recommendation of the Compensation Committee of the Board, if it is found that an employee of the Company committed fraud or engaged in intentional misconduct that resulted, directly or indirectly, in a need to restate the Company's financial results, then the Compensation Committee would have the discretion to direct the Company to recover all or a portion of any cash incentive compensation paid or any monetary value realized from any form of equity compensation, and/or cancel any stock-based awards or AIM award granted to an employee on or after February 2, 2010 so as to remedy the misconduct or breach. The Compensation Committee may also request that the Company seek to recover any gains realized on or after February 2, 2010 for equity (stock options, Performance Share Program awards and restricted stock units) or cash awards (including AIM) made prior to this date.

On February 2, 2010, the Compensation Committee approved the financial metrics to be used to determine 2010 performance year AIM awards. The following three metrics will be used and each will be given equal weight: Earnings Per Share (EPS), Available Cash Flow (ACF) and Revenue Growth. For 2009, only two metrics (EPS and ACF) had been used and each had been given equal weight.

On February 2, 2010, the Compensation Committee of the Board approved certain changes to the compensation arrangements for Mr. Steven R. Shawley, the Company's Senior Vice President and Chief Financial Officer. Mr. Shawley will receive: (i) an increase in his annual base salary to \$575,000, effective April 1, 2010; (ii) a target 2010 stock option award equal to \$925,000 (increased from \$750,000); and (iii) a target 2010 Performance Share Program award equal to \$925,000 (increased from \$750,000).

On February 3, 2010, in an effort to harmonize the benefit plans of Ingersoll Rand and Trane, to simplify administration of such plans and to reduce expenditures, the Board of Directors of the Company approved the termination of certain benefit plans of the Company that have less than five remaining participants, including the Elected Officer Supplemental Program I ("EOSP I"), effective March 1, 2010. Distributions under the EOSP I will be made as soon as practicable thereafter. Mr. Henkel and Ms. Nachtigal are two of the participants in the EOSP I.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter, dated February 3, 2010
99.1	Press release, dated February 4, 2010, relating to election of Chief Executive Officer
99.2	Press release, dated February 4, 2010, relating to election of new director

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INGERSOLL-RAND PLC

(Registrant)

Date: February 5, 2010

/s/ Patricia Nachtigal

Patricia Nachtigal

Senior Vice President and General Counsel



Herbert L. Henkel
Chairman of the Board

February 3, 2010

Mr. Michael W. Lamach
 107 Eastham Court
 Mooresville, NC 28117

Dear Mike:

Congratulations on your promotion to President and Chief Executive Officer (“CEO”) for Ingersoll-Rand plc (the “Company”) effective on February 3, 2010. This position will be located in Davidson, North Carolina. The following is an addendum to the terms of your employment agreement dated December 24, 2003, which was amended on June 4, 2008 and again on February 4, 2009. The following summarizes your compensation and benefits in this new role.

1. Effective on February 3, 2010, your annual base salary as President and CEO will increase from \$700,000 to \$1,000,000 (one million U.S. dollars), paid monthly.
2. Effective for fiscal year 2010, your Annual Incentive Matrix (“AIM”) target opportunity will increase from 110% to 150% of your base salary. The actual AIM award paid is dependent on your performance and the performance of Ingersoll-Rand plc. This award will be determined by the Compensation Committee of the Board of Directors (“Committee”) based on performance against pre-established financial, operational and strategic objectives for the Company as well as your own individual performance.
3. Effective for fiscal year 2010, the value of your annual equity target opportunity has been increased from \$900,000 to \$2,750,000. The Committee will use this new target when determining your 2010 grant which will occur on or about February 16, 2010. Your 2010 equity grant will be comprised entirely of stock options. Annual equity grants are contingent on your sustained performance and demonstrated leadership and may vary from the target opportunity.
4. Effective for fiscal year 2010, the value of your annual Performance Share Unit (“PSU”) target opportunity has been increased from \$900,000 to \$2,750,000. The Committee will use this new target when determining your grant for the 2010 to 2012 performance period, which will occur on or about February 16, 2010. The actual number of shares paid out at the end of the performance period is based on Ingersoll-Rand plc Earnings per Share (“EPS”) growth from continuing operations relative to S&P Industrial peers.

Ingersoll-Rand plc
 170/175 Lakeview Drive
 Airside Business Park
 Swords, Co. Dublin, Ireland
 Tel: +353 1 870 7400
 Fax: +353 1 870 7401

U.S. Mailing Address
 800-E Beatty Street
 P.O. Box 940
 Davidson, NC 28036
 Tel: 704-655-5822
 Fax: 704-655-5815

-
5. The terms of your Change-in-Control agreement will remain unchanged.
 6. In the event your employment with Ingersoll Rand were to involuntarily terminate (other than for cause), you would be eligible to receive a severance payment equal to two times the sum of your current annual base salary plus a prorated AIM award for the current year based on days worked and determined on full year performance results (paid in February of the following year according to the terms of plan). This severance payment is subject to signing a release in the form acceptable to the Company.
 7. With the exception of the Executive Deferred Compensation Plan (“EDCP”), to which you may no longer contribute, you will continue to participate at your current level in the following plans: Elected Officer Supplemental Program (“EOSP”), non-qualified excess plans, executive long-term disability plan, executive car program, financial counseling program, and the executive health program.
 8. Your share ownership guideline will increase from 75,000 to 150,000 shares pursuant to the policy established for the CEO position. You will have five years from the date of your appointment as President and CEO to achieve this level of share ownership.
 9. For security and safety reasons, you are required to use company-provided aircraft for both business and personal reasons. Ingersoll-Rand will pay up to \$150,000 annually for personal use of the company-provided aircraft, based on any incremental cost realized by the Company as determined under Security and Exchange Commission (“SEC”) rules. Furthermore, you will not be grossed-up for any personal individual income tax incurred when company provided aircraft is used for personal business. Lastly, family members can accompany you on personal/business trips; however, they may not use the company provided aircraft if you are not accompanying them.

As I am sure you can appreciate, your role provides you with the most intimate knowledge of our Company, its products and its people. You acknowledge herein your understanding of the Confidentiality Provisions of the Code of Conduct and of other Documents, e.g., Agreement Concerning Inventions and Proprietary Information.

In addition, part of your above described compensation is in specific consideration for you providing reasonable Non-Solicitation, Non-Compete, and Non-Disparagement assurances to us should you depart from the Company for any reason. Such provisions are described herein:

10. **Non-Solicitation:** For a period of two years following the end of your employment, you agree not to directly or indirectly recruit or attempt to recruit or hire any employee(s), sales representative(s), agent(s) or consultant(s) of the Company to terminate their employment, representation or other association with the Company without the prior written consent of the Company.
11. **Non-Compete:** For a period of two years following the end of your employment, you agree to refrain from competing with the Company with respect to any aspect of its businesses, including without limitation, the design, manufacture, sale or distribution of similar or competitive products as an employee or consultant/representative/owner of a competitor of the Company.



Press Release

Michael W. Lamach Elected Chief Executive Officer of Ingersoll Rand; Herbert L. Henkel to Remain Chairman of the Board until June 2010 Retirement

Swords, Ireland, February 4, 2010 – Ingersoll-Rand plc’s (NYSE:IR) Board of Directors yesterday elected Michael W. Lamach, who previously was President and Chief Operating Officer, as Chief Executive Officer effective immediately. He has also been appointed a member of the Ingersoll Rand Board of Directors and will retain the role of President of the Company. Mr. Lamach succeeds Herbert L. Henkel, who will remain Chairman of the Board until June 2010, at which time Lamach is expected to succeed him as Chairman.

“Herb Henkel has successfully transformed Ingersoll Rand into a leading industrial company during his ten-year tenure as CEO,” said Richard Swift, lead independent director of Ingersoll Rand’s Board and former Chairman and CEO, Foster Wheeler. “Ingersoll Rand is far more global, better balanced between equipment and services, and less cyclical than it was a decade ago when it consisted of primarily construction and heavy machinery businesses. Herb has built a company capable of higher growth and profit margins, with stronger leaders and talent, and market-leading brands and technology.

“The Board of Directors has elected Mike Lamach Chief Executive Officer recognizing his strong performance as President and Chief Operating Officer during a very difficult economic period globally,” said Swift. “Mike has demonstrated both operational and strategic understanding of our businesses and has driven strong productivity and cash performance. The Board also appreciates Herb Henkel’s willingness to stay on as full-time Chairman and assist with the transition.”

“I am pleased to have such a talented internal successor in Mike,” said Henkel. “He has earned the respect of customers, employees, and our Board of Directors and is the right leader to take Ingersoll Rand to the next level of performance as a top global, industrial company. He has my complete confidence and support.”

-more-

Prior to becoming President and Chief Operating Officer, Lamach was president of Trane Commercial Systems after Ingersoll Rand acquired Trane Inc. Previously, he was president of Ingersoll Rand's Security Technologies Sector. He joined Ingersoll Rand in February 2004 after 18 years with Johnson Controls in both the automotive and controls businesses where he advanced into leadership roles with greater global responsibilities.

Lamach, 46, received a bachelor's degree in engineering from Michigan State University and a master's degree in business administration from Duke University. He also serves on the Board of Directors of Iron Mountain Inc. (NYSE: IRM).

Ingersoll Rand is a global diversified industrial firm providing products, services and solutions to enhance the quality and comfort of air in homes and buildings, transport and protect food and perishables, secure homes and commercial properties, and enhance industrial productivity and efficiency. Driven by a 100-year-old tradition of technological innovation, we enable companies and their customers to create progress. For more information, visit www.ingersollrand.com.

#

Contact:

Media: Paul Dickard
(732) 652-6712

Analysts: Joe Fimbianti
(732) 652-6718

Bruce Fisher
(732) 652-6789



Press Release

John Bruton, Former European Union Ambassador to the United States, Elected to Ingersoll Rand Board; Company Declares Quarterly Dividend

Swords, Ireland, February 4, 2009 – The Board of Directors of Ingersoll-Rand plc (NYSE:IR), a leading diversified industrial firm, yesterday elected John Bruton, former European Union Ambassador to the United States, as a member of the Board.

Mr. Bruton served as EU Ambassador to the United States for five years, having been appointed to the post in November 2004 after serving as a Vice President of the European People’s Party. Mr. Bruton also served as the Prime Minister of Ireland from 1994 to 1997, and helped transform Ireland into one of the world’s leading economies. While Prime Minister, Mr. Bruton also presided over an Irish EU Presidency in 1996 and helped finalize the Stability and Growth Pact, which governs the management of the single European currency, the Euro.

“Ingersoll Rand is privileged to benefit from Mr. Bruton’s long and successful career of public service on behalf of Ireland and Europe,” said Herbert L. Henkel, chairman of Ingersoll Rand. “Mr. Bruton has extraordinary insight into critical regional and global economic, social and political issues, and his perspective and guidance will be greatly valued as we continue to execute our company’s strategic plan.”

Mr. Bruton holds a B.A. in Economics and Politics from University College Dublin, and honorary degrees from Memorial University of Newfoundland, National University of Ireland, and the University of Missouri.

Dividend Declared

The Board of Directors yesterday also declared a quarterly dividend of \$0.07 cents per ordinary share, payable March 30, 2010, to shareowners of record on February 17, 2009. Ingersoll Rand has paid consecutive quarterly cash dividends on its common shares since 1919 and annual dividends since 1910.

-more-

Ingersoll Rand is a global diversified industrial firm providing products, services and solutions to enhance the quality and comfort of air in homes and buildings, transport and protect food and perishables, secure homes and commercial properties, and enhance industrial productivity and efficiency. Driven by a 100-year-old tradition of technological innovation, we enable companies and their customers to create progress. For more information, visit www.ingersollrand.com.

#

Contact:

Paul Dickard (Media)
(732) 652-6712

Joe Fimbianti (Analysts)
(732) 652-6718