

INGERSOLL RAND CO

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 11/25/1997

Address	200 CHESTNUT RIDGE RD PO BOX 8738 WOODCLIFF LAKE, New Jersey 07677
Telephone	201-573-0123
CIK	0000050485
Industry	Auto & Truck Manufacturers
Sector	Consumer Cyclical
Fiscal Year	12/31

(To Prospectus dated August 26, 1997 and
Prospectus Supplement dated November 5, 1997)

INGERSOLL-RAND COMPANY

Medium-Term Notes, Series B, Due Nine Months
or More from Date of Issue - Fixed Rate

Trade Date: November 25, 1997
Principal Amount: \$50,000,000
Issue Price: 100.00%
Selling Agent's Commission: 0.25%
Interest Rate: 6.120%
Interest Payment Date(s): May 15, November 15
Interest Payment Commencing Date: May 15, 1998
Stated Maturity: December 1, 1999
Original Issue Date: December 1, 1997
Net Proceeds to Issuer: \$49,875,000
Regular Record Date(s): May 1, November 1
CUSIP NO.: 45686X CJ0
Name of Trustee: The Bank of New York

Form: ☒ Book-Entry Note
☐ Certified Note

Redemption: ☒ The Notes cannot be redeemed prior to maturity
☐ The Notes may be redeemed prior to maturity

Initial Redemption Date:
Initial Redemption Price: \$ -
Annual Redemption Price Reduction: \$ -

Repayment: ☒ The Notes cannot be repaid prior to maturity
☐ The Notes can be repaid prior to maturity at the option of the holder

Repayment Price: -
Repayment Date:
Amortizing Note: ☐ Yes
☐ No

Basis for formula for amortization:

Discount Note: ☐ Yes
☒ No

Total Amount of Original Issue Discount ("OID"):
Original Yield to Maturity:
Initial Accrual Period OID:
Method Used to Determine Yield for Initial Accrual Period:
☐ Approximate ☐ Exact

Capacity: ☒ Agent ☐ Principal

If as principal: ☐ The Notes are being offered at varying prices related to prevailing market prices at the time of resale.
☐ The Notes are being offered at a fixed initial public offering price []% of Principal Amount.
The Notes are being reoffered to dealers with a reallowance not to exceed []% of the discount.

Special Provision:

Agents:

SALOMON BROTHERS INC	\$12,500,000
MERRILL LYNCH & CO.	\$12,500,000
CHASE SECURITIES INC.	\$12,500,000
J. P. MORGAN & CO.	\$12,500,000

End of Filing

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