

Ingersoll-Rand plc
Form 4
September 11, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMACH MICHAEL W

(Last) (First) (Middle)

**C/O INGERSOLL-RAND
COMPANY, 800-E BEATY
STREET**

(Street)

DAVIDSON, NC 28036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ingersoll-Rand plc [IR]

3. Date of Earliest Transaction
(Month/Day/Year)

09/09/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☐ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Ordinary Shares	09/09/2013		M ⁽¹⁾	V 100,000 A \$ 38.685	264,368.13 (2)	D	
Ordinary Shares	09/09/2013		M ⁽¹⁾	V 50,000 A \$ 16.845	314,368.13	D	
Ordinary Shares	09/09/2013		M ⁽¹⁾	V 66,125 A \$ 16.845	380,493.13	D	
Ordinary Shares	09/09/2013		S ⁽¹⁾	V 216,125 D \$ 62.5	164,368.13	D	
Ordinary Shares	09/06/2013		G	V 2,650 A \$ 0	2,650 (3)	I	By trust

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(Trust 1)

Ordinary Shares (GRAT)	09/06/2013	G	V	2,650	D	\$ 0	5,300	I	By grantor retained annuity trust
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Ordinary Shares (Trust 2)	09/06/2013	G	V	2,650	A	\$ 0	2,650 ⁽³⁾	I	By trust
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Ordinary Shares (GRAT)	09/06/2013	G	V	2,650	D	\$ 0	2,650	I	By grantor retained annuity trust
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Ordinary Shares (Trust 3)	09/06/2013	G	V	2,650	A	\$ 0	2,650 ⁽³⁾	I	By trust
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Ordinary Shares (GRAT)	09/06/2013	G	V	2,650	D	\$ 0	0	I	By grantor retained annuity trust
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Ordinary Shares ⁽⁴⁾							2,012.9	I	By Plan Trustee
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Ordinary Shares (GRAT)							20,000 ⁽⁵⁾	I	By grantor retained annuity trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date
							Title
							Amount or Number of

									Shares
Stock Option (Right to Buy)	\$ 38.685	09/09/2013	M	100,000	<u>(6)</u>	02/01/2015	Ordinary Shares	100,000	
Stock Option (Right to Buy)	\$ 16.845	09/09/2013	M	50,000	<u>(6)</u>	02/11/2019	Ordinary Shares	50,000	
Stock Option (Right to Buy)	\$ 16.845	09/09/2013	M	66,125	<u>(6)</u>	02/11/2019	Ordinary Shares	66,125	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMACH MICHAEL W C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036	X		President and CEO	

Signatures

/s/ S. Wade Sheek -
Attorney-in-Fact

09/11/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Transaction executed pursuant to a Rule 10b5-1 Plan adopted by the reporting person on July 22, 2013.
- (2) On September 6, 2013, the grantor annuity trust established on September 2, 2011 distributed 5,700 shares to the reporting person. The reporting person is trustee of the trust.
- (3) Represents shares distributed from the reporting person's grantor annuity trust established on September 2, 2011 as a gift to an irrevocable trust for the benefit of the reporting person's child.
- (4) Latest available information provided by the trustee of the Ingersoll-Rand Employee Savings Plan.
- (5) On September 6, 2013, the reporting person contributed 20,000 ordinary shares to a grantor retained annuity trust for the benefit of himself and his children. The reporting person is the trustee.
- (6) The options vest in three equal annual installments on the first, second and third anniversaries of the date of grant.

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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