

INGERSOLL RAND CO LTD  
Form DEFA14A  
March 06, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report - March 6, 2009

(Date of earliest event reported)

**INGERSOLL-RAND COMPANY LIMITED**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of  
incorporation)

**001-16831**  
(Commission File Number)

**75-2993910**  
(I.R.S. Employer  
Identification No.)

**Clarendon House**

**2 Church Street**

**Hamilton HM 11, Bermuda**

(Address of principal executive offices, including zip code)

**(441) 295-2838**

(Registrant's phone number, including area code)

**N/A**

(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:

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- 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 8.01. Other Events.**

As previously disclosed, Ingersoll-Rand Company Limited (the Company ) announced on March 5, 2009 a reorganization of the Company, including the establishment of the Company s tax residency in Ireland and, following the satisfaction of certain conditions, a newly formed Irish company, Ingersoll-Rand plc, replacing the Company as the ultimate parent company (the Reorganization ).

To assist in understanding the Reorganization, a chart showing the anticipated organizational structure of the Company upon completion of the Reorganization is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Ingersoll-Rand Company Limited Organizational Structure Chart

**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 COMPANY LIMITED**

(Registrant)

Date: March 6, 2009

**/s/ Patricia Nachtigal**  
Patricia Nachtigal

Senior Vice President and

General Counsel