

INGERSOLL RAND CO LTD  
Form 8-K  
August 29, 2007

**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 - August 24, 2007**  
(Date of earliest event reported)

**INGERSOLL-RAND COMPANY LIMITED**  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| <b>Bermuda</b><br>(State or other jurisdiction<br>of incorporation) | <b>1-985</b><br>(Commission File Number) | <b>75-2993910</b><br>(I.R.S. Employer<br>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:

- 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.**

On August 24, 2007, Timothy R. McLevish tendered his resignation from the position of Senior Vice President and Chief Financial Officer of Ingersoll-Rand Company Limited (the “Company”) to become the Chief Financial Officer of Kraft Foods Inc. Mr. McLevish’s resignation will be effective September 30, 2007.

The Company has not appointed a replacement for Mr. McLevish but expects to announce his successor by September 30, 2007.

On August 29, 2007, the Company issued a press release announcing Mr. McLevish’s resignation. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release of Ingersoll-Rand Company Limited dated August 29, 2007. |

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**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: August 29, 2007

**/s/ Patricia Nachtigal**  
Patricia Nachtigal  
Senior Vice President and  
General Counsel

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