## Edgar Filing: WHITE TONY L - Form 4

Form 4											
March 02, 20									PPROVAL		
FORM	<b>4</b> UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	E COMMISSIO	-	-		
Check thi	a hay		Wa	ashington	, D.C. 20	)549		Number:	3235-0287		
if no long subject to Section 10 Form 4 or Form 5	er <b>STATEN</b> 6.			SECUI	RITIES		WNERSHIP OF	Estimated burden hou response	urs per		
obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(	(a) of the I	Public U	Jtility Hol	lding Co		t of 1935 or Section				
(Print or Type R	Responses)										
1. Name and A WHITE TO	ddress of Reporting NY L	Person <sup>*</sup>	Symbol	er Name <b>an</b> RSOLL R		r Trading D LTD [IR]	5. Relationship o Issuer				
(Last)	(First) (A	Middle)	3. Date of	of Earliest T	ransaction		(Che	eck all applicabl	e)		
C/O INGERSOLL-RAND COMPANY, 155 CHESTNUT			(Month/Day/Year) 03/01/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)				
RIDGE ROA	AD										
MONITYAL	(Street)			endment, D onth/Day/Yea	-	al	6. Individual or . Applicable Line) _X_ Form filed by Form filed by		erson		
MONTVAL	E, NJ 07645						Person				
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)		
				Code V		(D) Price					
Reminder: Repo	ort on a separate line	e for each cla	ass of sec	urities bene	-	-	or indirectly. spond to the colle	ction of s	SEC 1474		
					inforr requi	nation con red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not rm	(9-02)		
	Tab					sposed of, or convertible	· Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	4)
				Code V	(A) (E	) Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock Units (DirDefComp)	<u>(1)</u>	03/01/2005		А	407.71	<u>(1)</u>	(1)	Class A Common Shares	407.71

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
WHITE TONY L C/O INGERSOLL-RAND COMPANY 155 CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	Х				
Signatures					
By:/s/Barbara A. Santoro - Attorney-in-Fact		03/02/2005			
**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).

These Phantom Stock Units were acquired under the Ingersoll-Rand Company Limited Directors Deferred Compensation and Stock
(1) Award Plan (the "Directors Deferred Plan"), and are to be converted on a one-for-one basis and settled in cash upon the reporting person's termination of employment with the issuer or earlier upon certain elections.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.