

INGERSOLL RAND CO LTD
Form 8-K
June 09, 2006

**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 - June 7, 2006
(Date of earliest event reported)

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

Bermuda	1-985	75-2993910
(State or other jurisdiction of incorporation)	(Commission File Number)	(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

On June 7, 2006, after a review of performance and competitive market data, the Compensation Committee of the Board of Directors of Ingersoll-Rand Company Limited (the “Company”) approved a \$30,000 increase in the base annual salary of Timothy R. McLevish, Senior Vice President and Chief Financial Officer of the Company, thereby increasing his base annual salary to \$550,000, effective June 1, 2006.

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: June 9, 2006

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

ght-width: 1; border-bottom-width: 1">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)8. Price of Derivative Security
(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)11. Nature of Indirect Beneficial Ownership
(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPERT EDWARD S 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INVESTMENTS INC 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
RBS PARTNERS L P /CT 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL PARTNERS, L.P. 200 GREENWICH AVENUE GREENWICH, CT 06830		X		
ESL INSTITUTIONAL PARTNERS LP 200 GREENWICH AVE GREENWICH, CT 06830		X		

RBS INVESTMENT MANAGEMENT LLC
200 GREENWICH AVE X
GREENWICH, CT 06830

ESL INVESTORS LLC
200 GREENWICH AVE X
GREENWICH, CT 06830

Signatures

/s/EDWARD S. LAMPERT	06/29/2011
__Signature of Reporting Person	Date
ESL INVESTMENTS, INC. By: /s/ Adrian J. Maizey, Chief Financial Officer	06/29/2011
__Signature of Reporting Person	Date
RBS PARTNERS, L.P. By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	06/29/2011
__Signature of Reporting Person	Date
ESL PARTNERS, L.P. By: RBS Partners, L.P., as its general partner, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	06/29/2011
__Signature of Reporting Person	Date
ESL INSTITUTIONAL PARTNERS, L.P. By:RBS Investment Management, L.L.C., as its general partner, By ESL Investments, Inc., as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer	06/29/2011
__Signature of Reporting Person	Date
RBS INVESTMENT MANAGEMENT, L.L.C., By:ESL Investments, Inc., as its manager, By: /s/ Adrian J. Maizey, Chief Financial Officer	06/29/2011
__Signature of Reporting Person	Date
ESL INVESTORS, L.L.C., By: RBS Partners, L.P., as its manager, By: ESL Investments, Inc., as its general partner, By: /s/ Adrian J. Maizey, Chief Financial Officer	06/29/2011
__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) This price represents the approximate weighted average price per share of common stock of AutoZone, Inc. (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$293.14 to \$293.82 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
 - (2) These Shares are held by ESL Partners, L.P. ("Partners").
 - (3) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$292.84 to \$293.49 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.
 - (4) This price represents the approximate weighted average price per Share, of sales that were executed at prices ranging from \$292.20 to \$293.17 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

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- (5) These Shares are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (6) These Shares are held by ESL Institutional Partners, L.P. ("Institutional").
- (7) These Shares are held by Edward S. Lampert.
- (8) These Shares are held by Acres Partners, L.P. ("Acres").

- This Form 4 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), Institutional, RBS Partners, L.P. ("RBS"), RBS Investment Management, L.L.C. ("RBSIM"), Partners and Investors. RBS is the general partner of Partners and the managing member of Investors. RBSIM is the general partner of Institutional. Investments is the general partner of RBS and Acres and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.
- (9)

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting

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.