

INGERSOLL RAND CO LTD  
Form 8-K  
October 21, 2004

**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 - October 21, 2004**  
(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)

**1-985**  
(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:

- 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))

**Section 2 - Financial Information**

**Item 2.02. Results of Operations and Financial Condition**

On October 21, 2004, Ingersoll-Rand Company Limited issued a press release announcing its third quarter and year to date 2004 results. A copy of the press release is being furnished as Exhibit 99.1 to this Form 8-K.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

The following exhibit is included herewith:

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 99.1                      | Press Release of Ingersoll-Rand Company Limited dated October 21, 2004. |

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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: October 21, 2004

/s/ Richard W. Randall -

Richard W. Randall,

Vice President and Corporate Controller

Principal Accounting Officer

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**EXHIBIT INDEX**

**Exhibit No.**      **Description**

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99.1

Press Release of Ingersoll-Rand Company Limited dated October 21, 2004.