

CARTER SUSAN K
Form 4/A
March 06, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARTER SUSAN K

2. Issuer Name and Ticker or Trading Symbol
Ingersoll-Rand plc [IR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INGERSOLL-RAND
COMPANY, 800-E BEATY
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP and CFO

(Street)
DAVIDSON, NC 28036

4. If Amendment, Date Original Filed(Month/Day/Year)
03/05/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 03/04/2019 | | M | | 4,016 | A | \$ 51.92 |
| Ordinary Shares | 03/04/2019 | | M | | 15,000 | A | \$ 59.83 |
| Ordinary Shares | 03/04/2019 | | M | | 51,021 | A | \$ 50.0025 |
| Ordinary Shares | 03/04/2019 | | S | | 70,037 | D | \$ 105.6705 |
| | | | | | (1) | | (2) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 51.92 | 03/04/2019 | | M | 4,016 | <u>(3)</u> 09/30/2023 | Ordinary Shares | 4,016 |
| Stock Option (Right to Buy) | \$ 59.83 | 03/04/2019 | | M | 15,000 | <u>(4)</u> 02/24/2024 | Ordinary Shares | 15,000 |
| Stock Option (Right to Buy) | \$ 50.0025 | 03/04/2019 | | M | 51,021 | <u>(5)</u> 02/09/2026 | Ordinary Shares | 51,021 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARTER SUSAN K C/O INGERSOLL-RAND COMPANY 800-E BEATY STREET DAVIDSON, NC 28036 | | | Sr VP and CFO | |

Signatures

/s/ Sara Walden Brown - Attorney-in-Fact
03/06/2019

**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) Transaction executed pursuant to a Rule 10b5-1 Plan adopted by the reporting person on January 31, 2019

This transaction was executed in multiple trades ranging from \$105.00 to \$106.92 per share. The price reported above reflects the

(2) weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) The option vests in three (3) equal installments beginning on , October 1, 2014.

(4) The option vests in three (3) equal installments beginning on February 25, 2015.

(5) The option vests in three (3) equal installments beginning on February 10, 2017.

Remarks:

Form 4 amended to report the exercise of stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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