

TRANE INC.  
Form 4  
June 09, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**POSES FREDERIC M**

(Last) (First) (Middle)  
**C/O TRANE INC., ONE CENTENNIAL AVENUE**  
  
(Street)

**PISCATAWAY, NJ 08855**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TRANE INC. [TT]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/05/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

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

**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 Beneficial Ownership (Instr. 4) |   |                                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |                                  |
| Common Stock, \$.01 par value   | 06/05/2008                           |  | D                              |   | 3,000   | D  | <u>(1)</u> 0  | I | Held by spouse/children          |
| Common Stock, \$.01 par value   | 06/05/2008                           |  | D                              |   | 5,284.174   | D  | <u>(1)</u> 0  | I | ESOP/Savings Plan <sup>(2)</sup> |

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

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SEC 1474 (9-02)

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**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 Security (Instr. 3 and 4) |                               |           |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount    |
| Stock Option (Right to Buy)                | \$ 9.05  | 06/05/2008                           |  | D                              | 228,255   | 06/05/2008 <sup>(3)</sup>                                | 10/06/2009  | Common Stock, \$.01 par value | 228,255   |
| Stock Option (Right to Buy)                | \$ 13.35   | 06/05/2008                           |  | D                              | 739,398   | 06/05/2008 <sup>(3)</sup>                                | 02/07/2011  | Common Stock, \$.01 par value | 739,398   |
| Stock Option (Right to Buy)                | \$ 14.08   | 06/05/2008                           |  | D                              | 303,698   | 06/05/2008 <sup>(3)</sup>                                | 02/07/2012  | Common Stock, \$.01 par value | 303,698   |
| Stock Option (Right to Buy)                | \$ 14.08   | 06/05/2008                           |  | D                              | 446,302   | 06/05/2008 <sup>(3)</sup>                                | 02/07/2012  | Common Stock, \$.01 par value | 446,302   |
| Stock Option (Right to Buy)                | \$ 14.08   | 06/05/2008                           |  | D                              | 3,000,000   | 06/05/2008 <sup>(3)</sup>                                | 02/07/2012  | Common Stock, \$.01 par value | 3,000,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| POSES FREDERIC M<br>C/O TRANE INC.<br>ONE CENTENNIAL AVENUE<br>PISCATAWAY, NJ 08855 | X             |           | Chairman<br>& CEO |       |

## Signatures

/s/Frederic M. Poses (By M. Cresitello by Power of Attorney)

06/09/2008

\_\_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) Disposed of pursuant to the merger agreement between issuer and Indian Merger Sub, Inc. (a wholly owned subsidiary of Ingersoll-Rand Company Limited) in exchange for Ingersoll Rand Class A common shares at an exchange ratio of 0.23 per share plus \$36.50 per share in cash.

(2) Includes shares held in ESOP, Savings Plan and Supplemental Savings Plan.

(3) Pursuant to the terms of the merger agreement, all options, whether or not exercisable or vested at the Effective Time of the merger, became, as of the effective time of the merger, fully vested and exercisable.

(4) This option was canceled in the merger in exchange for a cash payment of \$8,570,602.33, representing the difference between the exercise price and the deemed value of the merger consideration to be paid in the merger in accordance with the merger agreement (\$46.60 per share).

(5) This option was canceled in the merger in exchange for a cash payment of \$24,583,775.47, representing the difference between the exercise price and the deemed value of the merger consideration to be paid in the merger in accordance with the merger agreement (\$46.60 per share).

(6) This option was canceled in the merger in exchange for a cash payment of \$9,875,762.78, representing the difference between the exercise price and the deemed value of the merger consideration to be paid in the merger in accordance with the merger agreement (\$46.60 per share).

(7) In the merger, this option was converted into 428,449 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$10.07.

(8) In the merger, this option was converted into 2,880,000 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$10.07.

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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