

TRANE INC.
Form 4
June 09, 2008

FORM 4

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

OMB APPROVAL

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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 *
Cerepak Brad 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)
Vice President & Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$.01 par value | 06/05/2008 | | D | 3,326.4714 | D <u>(1)</u> 0 | I | ESPP <u>(2)</u> |
| Common Stock, \$.01 par value | 06/05/2008 | | D | 3,176.96 | D <u>(1)</u> 0 | I | ESOP/Savings Plan/SSP <u>(3)</u> |

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

Persons who respond to the collection of information contained in this form are not

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | <u>(1)</u> | 06/05/2008 | | D | 9,377 | 06/05/2008 ⁽⁴⁾ 06/05/2008 ⁽⁵⁾ | Common Stock, \$.01 par value 9,377 |
| Stock Option (Right to Buy) | \$ 30.66 | 06/05/2008 | | D | 19,000 | 06/05/2008 ⁽⁴⁾ 02/02/2015 | Common Stock, \$.01 par value 19,000 |
| Stock Option (Right to Buy) | \$ 26.08 | 06/05/2008 | | D | 15,000 | 06/05/2008 ⁽⁴⁾ 02/01/2016 | Common Stock, \$.01 par value 15,000 |
| Stock Option (Right to Buy) | \$ 37.25 | 06/05/2008 | | D | 20,000 | 06/05/2008 ⁽⁴⁾ 02/05/2017 | Common Stock, \$.01 par value 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cerepak Brad M C/O TRANE INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855 | | | Vice President & Controller | |

Signatures

/s/Brad M. Cerepak (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).

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.

- (1) Represents shares purchased pursuant to the Company's Employee Stock Purchase Plan.
- (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) Pursuant to the terms of the merger agreement, all options and restricted stock units, 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.
- (5) In the merger, this option was converted into 18,240 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$27.35.
- (6) In the merger, this option was converted into 14,400 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$22.57.
- (7) In the merger, this option was converted into 19,200 options to acquire Class A common shares of Ingersoll Rand with an exercise price per option equal to \$34.21.
- (8)

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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