ECOLAB INC
Form 4
June 15, 2007

FORM 4

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

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 [*] BAKER DOUGLAS M JR	2. Issuer Name **and** Ticker or Trading Symbol ECOLAB INC [ECL]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/13/2007	(Check all applicable) __X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chairman, President & CEO
ECOLAB INC., 370 WABASHA STREET N.		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
ST. PAUL, MN 55102		
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/13/2007		M		78,000	A	$18.96	140,016.267	D	
Common Stock	06/13/2007		F[(1)]		52,902	D	$43.24	87,114.267	D	
Common Stock	06/13/2007		M		49,410	A	$24.34	136,524.267	D	
Common Stock	06/13/2007		F[(1)]		37,034	D	$43.24	99,801.228 [(2)]	D	
Common Stock								4,760.917 [(3)]	I	By Ecolab Savings Plan

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

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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 Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock	$ 18.96 (4)	06/13/2007		M			78,000 (4)	12/06/2002(4)	12/06/2011	Common Stock
Employee Stock Option (Right to Buy)	$ 43.24	06/13/2007		A		52,902		06/13/2007	12/06/2011	Common Stock
Common Stock	$ 24.34 (5)	06/13/2007		M			49,410 (5)	12/05/2003(5)	12/05/2012	Common Stock
Employee Stock Option (Right to Buy)	$ 43.24	06/13/2007		A		37,034		06/13/2007	12/05/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER DOUGLAS M JR ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	X		Chairman, President & CEO	

Signatures

/s/ David F. Duvick, Attorney-in-Fact for Douglas M. Baker, Jr.	06/15/2007
**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)   Reflects the reporting person's payment of the exercise price and withholding taxes for a stock option issued in accordance with Rule 16b-3 by delivering or withholding shares of Ecolab Common Stock.

(2)   Includes 154.325 shares acquired by reporting person on January 16, 2007 and 156.636 shares acquired by reporting person on April 16, 2007 under the Ecolab Dividend Reinvestment Plan.

(3)   The reporting person indirectly holds 4,760.917 UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of May 31, 2007. Includes 145.246 UNITS acquired since the reporting person's last report. (The 4,760.917 UNITS are equivalent to approximately 8,892 SHARES of Common Stock.)

(4)   Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on December 6, 2001. The option was originally reported as covering 55,000 shares at an exercise price of $37.92 but has been adjusted to reflect a stock split on June 6, 2003 and the subsequent exercise of 32,000 shares. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option on each of the first and second anniversaries of the date of grant and as to the remaining shares on the third anniversary of the date of grant.

(5)   Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 5, 2002. The option was originally reported as covering 110,000 shares at an exercise price of $48.68 but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option on each of the first and second anniversaries of the date of grant and as to the remaining shares on the third anniversary of the date of grant.

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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