Gifford Robert K Form 4 December 04, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gifford Robert K Issuer Symbol ECOLAB INC [ECL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 370 WABASHA STREET NORTH 12/02/2009 below) SVP - Global Supply Chain (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. PAUL, MN 55102 Person (City) (State) (Zip)

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock					409	D	
Common Stock					509.89 (1)	I	By Ecolab Savings

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

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Plan

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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	onversion (Month/Day/Year) Execution Date, if TransactionDerivative any Code Security Code Security Execution Date, if TransactionDerivative any Code Security Execution Date, if TransactionDerivative any Code Security (Instr. 8) Acquired or District (Instr. 8) (D) (Instr. 8) (Instr. 8) (D)		Securities Acquired (A) or Disposed of	vative Expiration Date rities (Month/Day/Year) ired (A) sposed of :. 3, 4,			7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 45.665	12/02/2009		A	11,800	12/02/2010(2)	12/02/2019	Common Stock	11,8

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gifford Robert K

370 WABASHA STREET NORTH SVP - Global Supply Chain

ST. PAUL, MN 55102

Signatures

/s/ David F. Duvick, Attorney-In-Fact for Robert K.
Gifford
12/04/2009

**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).
- Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of October 31, 2009. Includes 7.201 UNITS (1) acquired by the reporting person in the Ecolab Stock Fund of the Ecolab Savings Plan since the date of his last report. (The 509.890 UNITS are the equivalent of approximately 953 shares of the issuer's Common Stock.)
- The option will be exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), 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; provided, however, that if a Change in Control (as that term is defined in the 2005 Ecolab Inc. Stock Incentive Plan) will occur, then the option, if it has been outstanding for at least six months from the date of grant, will become immediately exercisable in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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