Edgar Filing: LEVIN JERRY W - Form 4

Form 4 September 20, 2							
FORM 4	1	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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					
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instructio 1(b).	STATEMENT (Filed pursuant to Section 17(a) of the						
(Print or Type Resp	onses)						
1. Name and Addre LEVIN JERRY	ess of Reporting Person <u>*</u> W	2. Issuer Name and Ticker or Trading Symbol ECOLAB INC [ECL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) J. W. LEVIN PA WEST 57TH ST FLOOR	(First) (Middle) ARTNERS, LLC, 9 FREET, 26TH	3. Date of Earliest Transaction (Month/Day/Year) 09/19/2011	XDirector10% Owner Officer (give titleOther (specify below) below)				
	(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				
NEW YORK, N			Form filed by More than One Reporting Person				
Security (Mo (Instr. 3)	any (Month	emed 3. 4. Securities Acquire on Date, if Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) P	D) Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) rice				
Stock 09/	/19/2011	$M \qquad 1378 \qquad \Delta$	745 ^{42,807.78} D				

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 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number on f 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	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.745 (1)	09/19/2011		М		4,328 (1)	11/01/2001	11/01/2011	Common Stock	4,328 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LEVIN JERRY W J. W. LEVIN PARTNERS, LLC 9 WEST 57TH STREET, 26TH FLOOR NEW YORK, NY 10019	Х					
Signatures						
/s/David F. Duvick, Attorney-in-Fact for J Levin	erry	09/20)/2011			
** Signature of Reporting Person		Da	ite			

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) Option granted under the Ecolab Inc. 2001 Non-Employee Director Stock Option Plan. The option was originally reported as a grant of 2,164 shares at a price of \$35.49 per share, and was adjusted following the company's two-for-one stock split paid June 6, 2003.
- (2) The option was granted in lieu of \$19,194.36 of non-employee director compensation earned by the reporting person over the period from May 12, 2001 to October 31, 2001.

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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