Hickey Michael A Form 4 December 05, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hickey Michael A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ECOLAB INC [ECL] (Middle) 3. Date of Earliest Transaction

(Check all applicable)

(First) 370 WABASHA STREET NORTH

(Month/Day/Year)

12/01/2011

Director 10% Owner X\_ Officer (give title Other (specify

below) below) Ex. VP & Pres. Institutional

(Street)

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

3.

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAINT PAUL, MN 55102

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

4. Securities

(A)

Stock

Common

16,617.979 (1) D

Common Stock

By Ecolab Savings  $3.650.24^{(2)}$ 

Plan

Indirect

Beneficial

Ownership

(Instr. 4)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Hickey Michael A - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ve Expiration Date es (Month/Day/Year) d (A) osed of |                    | 7. Title and A Underlying S (Instr. 3 and | Securition                   |
|---|---|---|---|--|---|--|--------------------|---|------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date Exercisable                                     | Expiration<br>Date | Title                                     | Amou<br>or<br>Numb<br>of Sha |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 55.595   | 12/01/2011                              |   | A                                      | 25,000  | 12/01/2011(3)  | 12/01/2021         | Common<br>Stock                           | 25,0                         |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hickey Michael A 370 WABASHA STREET NORTH SAINT PAUL, MN 55102

Ex.VP & Pres. Institutional

## **Signatures**

/s/ David F. Duvick, as Attorney-in-fact for Michael A. Hickey

12/05/2011

\*\*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).
- Includes 12.804 shares acquired by reporting person on January 21, 2011, 12.438 shares acquired on April 20, 2011, 11.395 shares (1) acquired on July 20, 2011 and 12.131 shares acquired on October 20, 2011 by dividend reinvestment under the Dividend Reinvestment Plan for shareholders of Ecolab sponsored by Computershare Trust Company, Inc.
- Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of October 31, 2011. Includes 76.908 UNITS (2) acquired since the reporting person's last report. (The 3,650.240 UNITS are the equivalent of approximately 6,800 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.

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.

Reporting Owners 2