ECOLAB INC

Form 4

December 13, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLER JAMES A			Issuer Name and Ticker or Trading Symbol ECOLAB INC [ECL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
ECOLAB INC., 370 WABASHA STREET N.			12/09/2011	_X Officer (give title Other (specify below) ExVP & Pres. GlobalServ.&Spec. 6. Individual or Joint/Group Filing(Check		
			4. If Amendment, Date Original			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ST. PAUL, MN 55102				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - No	on-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/09/2011		M		45,000	A	\$ 24.34	47,768.501	D	
Common Stock	12/09/2011		F		29,459 (1)	D	\$ 55.69	18,309.501	D	
Common Stock	12/09/2011		G	V	15,541	D	\$ 0	2,768.501	D	
Common Stock	12/09/2011		G	V	15,541	A	\$ 0	33,776	I	By Trust
Common Stock								1,093.627 (2)	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.

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.

SEC 1474 (9-02)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$ 24.34	12/09/2011		M	45,000	12/05/2003(3)	12/05/2012	Common Stock	45,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MILLER JAMES A ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102

ExVP & Pres. GlobalServ.&Spec.

Signatures

/s/D.F. Duvick, Attorney-in-fact for James A.
Miller

12/13/2011

**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).
- (1) Reflects the reporting person's payment of the exercise price and witholding taxes for a stock option issued in accordance with Rule 16b-3 by delivering or withholding shares of Ecolab common stock.
- Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of November 30, 2011. (The 1093.627 UNITS are the equivalent of approximately 2,036 shares of the issuer's Common Stock.)

(3)

Reporting Owners 2

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Option granted under the Ecolab Inc. 2002 Stock Incentive Plan. The option became 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.