**ECOLAB INC** Form 4 May 18, 2012

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per 0.5 response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLER JAMES A			2. Issuer Name <b>and</b> 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.		ABASHA	05/17/2012	X Officer (give title Other (specify below)		
				ExVP & Pres. GlobalServ.&Spec.		
(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 Person		
ST. PAUL, MN 55102						

(City)	(State)	(Zip) Tab	le I - N	on-I	Derivative	Secur	ities Acqui	red, 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 (A) onor Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	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	05/17/2012		M		10,000	A	\$ 24.34	12,777.779	D	
Common Stock	05/17/2012		F(1)		6,257	D	\$ 63.845	6,520.779	D	
Common Stock	05/17/2012		G	V	3,743	D	\$ 0	2,786.765 (2)	D	
Common Stock	05/17/2012		G	V	3,743	A	\$ 0	27,833	I	By Trust
Common Stock								1,100.774 (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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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (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	05/17/2012		M	10,000	12/05/2003(4)	12/05/2012	Common Stock	10,0

# **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

05/18/2012

Date

\*\*Signature of Reporting Person

# **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.
- (2) Includes 8.986 shares acquired April 19, 2012 by dividend reinvestment under the Dividend Reinvestment Plan for shareholders of Ecolab sponsored by Computershare Trust Company, N.A.

**(3)** 

Reporting Owners 2

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Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of April 30, 2012. Includes 3.515 UNITS acquired since the reporting person's last report. (The 1,100.774 UNITS are the equivalent of approximately 2,047 shares of the issuer's Common Stock.)

Option granted under the Ecolab Inc. 2002 Stock Incentive Plan. The option became exercisable, on a cumulative basis, as to one-third of (4) 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.