ECOLAB INC Form 4

December 05, 2014

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
Estimated average

10% Owner

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 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

ECOLAB INC [ECL]

(Month/Day/Year)

3. Date of Earliest Transaction

Symbol

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

burden hours per

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

BAKER DOUGLAS M JR

ECOLAB INC., 370 WABASHA STREET N.		SHA 12/03/2	12/03/2014			X Officer (give title Other (specify below) Chairman and CEO				
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
		Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_Form filed by One Reporting Person			
ST. PAUL,	MN 55102						by More than One			
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	l of, or Benefic	cially Owned		
1.Title of	2. Transaction Date		3.	4. Securi		5. Amount of	6.	7. Nature of		
Security (Instr. 3)	(Month/Day/Year) Execution Da		TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially	Ownership Form: Direct	Indirect Repeticial		
(msu. 3)		any (Month/Day/Year)	(Instr. 8)	(Instr. 3,		Owned	(D) or	Ownership		
		,	· ·	,	,	Following	Indirect (I)	(Instr. 4)		
					(A)	Reported Transaction(s)	(Instr. 4)			
			G 1 17		or	(Instr. 3 and 4)				
Common			Code V	Amount	(D) Price					
Stock						344,759	D			
Stock										
Common						12,415	I	By wife		
Stock						,				
								By Douglas		
Common								M. Baker, Jr.		
Stock						69,925	I	2012		
Stock								Irrevocable		
								Trust		
Common						5,327.331 (1)	т	By Ecolab		
Stock						3,321.331 <u>(1)</u>	1	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. Transactio Code (Instr. 8)	5. Number of or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 107.685	12/03/2014		A	163,139	12/03/2015(2)	12/03/2024	Common Stock	163

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

BAKER DOUGLAS M JR ECOLAB INC. 370 WABASHA STREET N.

Chairman and CEO

ST. PAUL, MN 55102

Signatures

/s/ David F. Duvick, Attorney-in-Fact for Douglas M. Baker, Jr.

12/05/2014

**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) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of November 30, 2014. (The 5,327.331 UNITS are the equivalent of approximately 9,834 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 (2) 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.

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