### Edgar Filing: ECOLAB INC - Form 4

ECOLAB I Form 4 May 25, 20	112				NGE CO	MMISSION	OMB	PROVAL 3235-0287		
Check	this box	Washington	n, D.C. 20	549			Number: Expires:	January 31,		
if no lo subject Section Form 4 Form 5 obligati	to 16. or Filed pursuant to	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 1(b).										
(Print or Type	e Responses)									
	Address of Reporting Person * OUGLAS M JR	2. Issuer Name <b>a</b> Symbol ECOLAB INC		Tradin	5	5. Relationship of Reporting Person(s) to ssuer				
(Last)	(First) (Middle)	3. Date of Earliest				(Check all applicable)				
. ,	INC., 370 WABASHA	(Month/Day/Year) 05/24/2012	Transaction		_	X_ Director 10% Owner X_ Officer (give title Other (specify below) below) Chairman and CEO				
ST. PAUL	(Street) , MN 55102	4. If Amendment, I Filed(Month/Day/Ye	-		A 	5. Individual or Joint/Group Filing(Check Applicable Line) .X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip)	Table I - Non	-Derivative	Securi	ties Acqui	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Executio any (Month/I		4. Securitie ord Disposed (Instr. 3, 4	d of (Ē	))	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)		
Common		Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	05/24/2012	М	314,000	А	\$ 34.5	427,847.583	D			
Common Stock	05/24/2012	F <u>(1)</u>	229,295	D	\$ 65.19	198,552.583	D			
Common Stock	05/24/2012	М	37,034	А	\$ 43.24	235,586.583	D			
Common Stock	05/24/2012	F <u>(1)</u>	29,888	D	\$ 65.19	205,698.583	D			
Common Stock	05/24/2012	М	59,544	А	\$ 51.445	265,242.583	D			

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Common Stock	05/24/2012	F <u>(1)</u>	52,349	D	\$ 65.19	212,893.583	D	
Common Stock	05/24/2012	М	61,885	А	\$ 46.715	274,778.583	D	
Common Stock	05/24/2012	F <u>(1)</u>				223,623.895 (2)	D	
Common Stock						96,400	Ι	By wife
Common Stock						5,186.702 <u>(3)</u>	I	By Ecolab Savings Plan

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)

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. Transacti 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 34.5	05/24/2012		М		314,000	12/09/2005 <u>(4)</u>	12/09/2014	Common Stock	314
Employee Stock Option (Right to Buy)	\$ 43.24	05/24/2012		М		37,034	06/13/2007	12/05/2012	Common Stock	37
Employee Stock Option (Right to Buy)	\$ 51.445	05/24/2012		М		59,544	12/14/2007	12/05/2012	Common Stock	59

Employee Stock Option \$46.715 05/24/2012 M 61,885 09/16/2009 12/05/2012 Common (Right to Buy)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BAKER DOUGLAS M JR ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	Х		Chairman and CEO					
Signatures								

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

<u>\*\*</u>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.

05/25/2012

Date

(2) Includes 345.102 shares acquired on January 20, 2012 and 334.210 shares acquired on April 19, 2012 by dividend reinvestment under the Dividend Reinvestment Plan for shareholders of Ecolab sponsored by Computershare Trust Company, N.A.

Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of April 30, 2012. Includes 33.675 UNITS

(3) acquired since the reporting person's last report. (The 5,186.702 UNITS are the equivalent of approximtely 9,644 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.