

LEVIN JERRY W
Form 4
May 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVIN JERRY W

(Last) (First) (Middle)

J. W. LEVIN PARTNERS, LLC, 9
WEST 57TH STREET, 26TH
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ECOLAB INC [ECL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/03/2013 | | S | 5,421 D \$ 84.907 (1) | 28,286.19 | D | |
| Common Stock | 05/03/2013 | | M | 6,700 A \$ 29.29 | 34,986.19 | D | |
| Common Stock | 05/03/2013 | | F(2) | 2,303 D \$ 85.205 | 32,683.19 | D | |
| Common Stock | 05/03/2013 | | M | 5,600 A \$ 32.57 | 38,283.19 | D | |
| | 05/03/2013 | | F(2) | 2,140 D | 36,143.19 | D | |

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| | | | | | | | | |
|--------------|------------|--|------------------|-------|---|-----------|-----------|---|
| Common Stock | | | | | | \$ 85.205 | | |
| Common Stock | 05/03/2013 | | M | 5,086 | A | \$ 31.945 | 41,229.19 | D |
| Common Stock | 05/03/2013 | | F ⁽²⁾ | 1,906 | D | \$ 85.205 | 39,323.19 | D |
| Common Stock | 05/03/2013 | | M | 4,800 | A | \$ 37.905 | 44,123.19 | D |
| Common Stock | 05/03/2013 | | F ⁽²⁾ | 2,135 | D | \$ 85.205 | 41,988.19 | D |
| Common Stock | 05/03/2013 | | M | 4,300 | A | \$ 42.905 | 46,288.19 | D |
| Common Stock | 05/03/2013 | | F ⁽²⁾ | 2,165 | D | \$ 85.205 | 44,123.19 | D |

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. Transaction Code (Instr. 8) | 5. Number of 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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 84.265 | 05/02/2013 | | A | 3,200 | 08/02/2013 ⁽³⁾ 05/02/2023 | Common Stock 3,200 |
| Stock Option (Right to Buy) | \$ 29.29 | 05/03/2013 | | M | 6,700 | 05/07/2004 05/07/2014 | Common Stock 6,700 |
| Stock Option (Right to Buy) | \$ 32.57 | 05/03/2013 | | M | 5,600 | 05/06/2005 05/06/2015 | Common Stock 5,600 |

Buy)

Stock

| | | | | | | | | |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----|
| Option (Right to Buy) | \$ 31.945 | 05/03/2013 | M | 5,086 | 08/30/2005 | 05/07/2014 | Common Stock | 5,0 |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----|

Stock

| | | | | | | | | |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----|
| Option (Right to Buy) | \$ 37.905 | 05/03/2013 | M | 4,800 | 05/12/2006 | 05/12/2016 | Common Stock | 4,8 |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----|

Stock

| | | | | | | | | |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----|
| Option (Right to Buy) | \$ 42.905 | 05/03/2013 | M | 4,300 | 05/04/2007 | 05/04/2017 | Common Stock | 4,3 |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVIN JERRY W J. W. LEVIN PARTNERS, LLC 9 WEST 57TH STREET, 26TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|---|------------|
| /s/David F. Duvick, Attorney-in-Fact for Jerry Levin | 05/06/2013 |
|---|------------|

**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).

- This transaction was executed in multiple trades at prices ranging from \$84.90 to \$84.95. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Reflects the reporting person's payment of the exercise price for a stock option issued in accordance with Rule 16b-3 by delivering or withholding shares of Ecolab common stock.

- The option will become exercisable, on a cumulative basis, as to 25% of the option shares (excluding any fractional portion less than one share), on the last day of each of the first, second and third three-month periods following its date of grant and as to the remaining shares on the last day of the fourth three-month period following its date of grant; provided, however, that if a Change in Control of the Company (as that term is defined in the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan) will occur, then the option will become immediately exercisable in full.
- (3) on the last day of the fourth three-month period following its date of grant; provided, however, that if a Change in Control of the Company (as that term is defined in the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan) will occur, then the option will become immediately exercisable in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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