

Fyrwald J Erik
 Form 4/A
 December 09, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Fyrwald J Erik

(Last) (First) (Middle)
 ECOLAB INC., 370 WABASHA STREET N.
 (Street)

ST. PAUL, MN 55102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/05/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/01/2011		A	125,968	A 125,968	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)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 40.53	12/01/2011		A	56,294 ⁽²⁾	12/01/2011	02/11/2021	Common Stock	56,294
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 32.35	12/01/2011		A	49,431 ⁽²⁾	12/01/2011	02/09/2020	Common Stock	49,431
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 17.55	12/01/2011		A	113,074 ⁽²⁾	12/01/2011	02/12/2019	Common Stock	113,074
Employee Stock Option (Right to Buy) ⁽⁶⁾	\$ 30.67	12/01/2011		A	27,183 ⁽²⁾	⁽⁷⁾	03/07/2018	Common Stock	27,183
Employee Stock Option (Right to Buy) ⁽⁸⁾	\$ 30.67	12/01/2011		A	227,659 ⁽²⁾	12/01/2011	03/07/2018	Common Stock	227,659

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fyrwald J Erik ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102			President	

Signatures

David F. Duvick, as Attorney-in-Fact for J. Erik
Frywald

12/09/2011

__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) The indicated number of shares represents the number of shares of the common stock of Ecolab, Inc. ("Ecolab") issuable to the reporting person as merger consideration pursuant to the Agreement and Plan of Merger dated as of July 19, 2011 (the "Merger Agreement") between and among Ecolab, Sustainability Partners Corporation and Nalco Holding Company ("Nalco") based on the individual stock-cash election made by the reporting person in accordance with the Merger Agreement with respect to the outstanding shares of Nalco common stock beneficially owned by the reporting person as of immediately prior to the effective time of the merger contemplated by the Merger Agreement. The adjustment and reallocation calculations provided for in the Merger Agreement have been completed as of the date of this report and the indicated number of shares reflects the actual number of shares of Ecolab common stock issuable to the reporting person as merger consideration pursuant to the Merger Agreement.

(2) These options were reported in Mr. Fyrwald's Form 4 filed on December 5, 2011. Due to rounding calculations, Columns 5, 7 and 9 of Table II provided an inaccurate number of shares of Ecolab Inc. common stock, in the aggregate, that each such options were converted into pursuant to the Merger Agreement. This amended report includes corrected information in Columns 5, 7 and 9 of Table II.

(3) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 82,836 shares of Nalco common stock at an exercise price of \$27.54 per share.

(4) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 72,738 shares of Nalco common stock at an exercise price of \$21.98 per share.

(5) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 166,387 shares of Nalco common stock at an exercise price of \$11.92 per share.

(6) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 40,000 shares of Nalco common stock at an exercise price of \$20.84 per share.

(7) The option vests in four equal annual installments beginning on December 31, 2008.

(8) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 335,000 shares of Nalco common stock at an exercise price of \$20.84 per share.

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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