

ECOLAB INC  
Form 4  
May 18, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MILLER JAMES A

(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)  
05/17/2012

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)  
ExVP & Pres. GlobalServ.&Spec.

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                    | 05/17/2012                           |  | M                              |   | 10,000  | A  | \$ 24.34 12,777.779                                   | D |                        |
| Common Stock                    | 05/17/2012                           |  | F <sup>(1)</sup>               |   | 6,257   | D  | \$ 63.845 6,520.779                                   | D |                        |
| Common Stock                    | 05/17/2012                           |  | G                              | V   | 3,743   | D  | \$ 0 2,786.765 <sup>(2)</sup>                         | D |                        |
| Common Stock                    | 05/17/2012                           |  | G                              | V   | 3,743   | A  | \$ 0 27,833   | I | By Trust               |
| Common Stock                    |                                      |  |                                |   |   |  | 1,100.774 <sup>(3)</sup>                              | I | By Ecolab Savings Plan |



## Edgar Filing: ECOLAB INC - Form 4

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.)

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