

ECOLAB INC
Form 3
June 26, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SCHMECHEL DANIEL J | | (Month/Day/Year) | ECOLAB INC [ECL] | |
| (Last) | (First) | (Middle) | 06/18/2012 | |
| ECOLAB INC.,Â 370 WABASHA STREET N. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ST. PAUL,Â MNÂ 55102 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive VP - Finance | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 65,321.561 | D | Â |
| Common Stock | 2,665.317 ⁽¹⁾ | I | By Ecolab Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|------------------|----------------------------|---------------------|---|---|
| Phantom Stock Units | Â (2) | Â (2) | Common Stock (2) | 190,259 | \$ (2) | D | Â |
| Employee Stock Option (Right to Buy) | 12/11/2004(3) | 12/11/2013 | Common Stock | 26,000 | \$ 27.39 | D | Â |
| Employee Stock Option (Right to Buy) | 12/09/2005(4) | 12/09/2014 | Common Stock | 27,100 | \$ 34.5 | D | Â |
| Employee Stock Option (Right to Buy) | 12/07/2006(5) | 12/07/2015 | Common Stock | 25,200 | \$ 34.075 | D | Â |
| Employee Stock Option (Right to Buy) | 12/06/2007(6) | 12/06/2016 | Common Stock | 16,500 | \$ 45.24 | D | Â |
| Employee Stock Option (Right to Buy) | 12/05/2008(7) | 12/05/2017 | Common Stock | 21,500 | \$ 49.42 | D | Â |
| Employee Stock Option (Right to Buy) | 12/03/2009(8) | 12/03/2018 | Common Stock | 34,400 | \$ 35.63 | D | Â |
| Employee Stock Option (Right to Buy) | 12/02/2010(9) | 12/02/2019 | Common Stock | 14,500 | \$ 45.665 | D | Â |
| Employee Stock Option (Right to Buy) | 12/01/2011(10) | 12/01/2020 | Common Stock | 14,500 | \$ 48.055 | D | Â |
| Employee Stock Option (Right to Buy) | 12/01/2012(11) | 12/01/2021 | Common Stock | 15,400 | \$ 55.595 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHMECHEL DANIEL J ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102 | Â | Â | Â Executive VP - Finance | Â |

Signatures

/s/David F. Duvick, Attorney-in-fact for Daniel J. Schmechel

06/26/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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)

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Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of June 18, 2011. (The 2,665.317 UNITS are the equivalent of approximately 4,954 shares of the issuer's Common Stock.)

The phantom stock units represent employer-matching contributions and dividends thereon accrued under the Ecolab Mirror Savings Plan and are to be settled in cash, on a 1-for-1 basis, upon termination of the reporting person's employment. (The 190.259 UNITS are the equivalent of approximately 354 shares of the issuer's Common Stock.)

- (2) Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 11, 2003. 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 option shares on the third anniversary of the date of grant.
- (3) Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 9, 2004. 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 option shares on the third anniversary of the date of grant.
- (4) Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 7, 2005. 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 option shares on the third anniversary of the date of grant.
- (5) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan on December 6, 2006. 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 option shares on the third anniversary of the date of grant.
- (6) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan on December 5, 2007. 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 option shares on the third anniversary of the date of grant.
- (7) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan on December 3, 2008. 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 option shares on the third anniversary of the date of grant.
- (8) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan on December 2, 2009. The option will become 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 option shares on the third anniversary of the date of grant.
- (9) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 1, 2010. The option will become 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 option shares on the third anniversary of the date of grant.
- (10) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 1, 2011. The option will become 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 option shares on the third anniversary of the date of grant.
- (11)

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.