

ECOLAB INC  
Form S-8 POS  
May 07, 2010

As filed with the Securities and Exchange Commission on May 7, 2010

Registration No. 333-129427

**UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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**ECOLAB INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**370 Wabasha Street North  
St. Paul, Minnesota**  
(Address of Principal Executive Offices)

**41-0231510**  
(I.R.S. Employer  
Identification No.)

**55102**  
(Zip Code)

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**ECOLAB INC. 2005 STOCK INCENTIVE PLAN**

(Full Title of the Plan)

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**Lawrence T. Bell, Esq.**

**General Counsel**

**Ecolab Inc.**

**370 Wabasha Street North**

**St. Paul, Minnesota 55102**

**(651) 293-2981**

(Name, address and telephone number,  
including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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**EXPLANATORY NOTE**

Ecolab Inc., a Delaware corporation (the Company), is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on November 3, 2005 (Registration Statement No. 333-129427 and referred to herein as the Prior Registration Statement) with respect to shares of the Company's common stock, par value \$1.00 per share (the Common Stock), thereby registered for offer or sale pursuant to the Ecolab Inc. 2005 Stock Incentive Plan (the 2005 Plan). Pursuant to the Prior Registration Statement, the Company registered for issuance a total of 12,000,000 shares of Common Stock under the 2005 Plan.

The Company has since adopted a new equity incentive plan, the Ecolab Inc. 2010 Stock Incentive Plan (the 2010 Plan), which replaces the 2005 Plan as of May 6, 2010, the date the Company's stockholders approved the 2010 Plan. No future awards will be made under the 2005 Plan. According to the terms of the 2010 Plan, the shares of Common Stock that remained available for grant under the 2005 Plan, as of May 6, 2010, are available for issuance under the 2010 Plan. The total number of shares of Common Stock available for grant under the 2005 Plan and carried over to the 2010 Plan on May 6, 2010 was 1,400,000 (referred to herein as the Carryover Shares). The Carryover Shares are hereby deregistered under the Prior Registration Statement.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement, the Company is filing a new Registration Statement on Form S-8 (the New Registration Statement) to register the shares of Common Stock now available for offer or sale pursuant to the 2010 Plan, including but not limited to the Carryover Shares. The registration fee paid for the Carryover Shares under the Prior Registration Statement shall be carried over to the New Registration Statement.

The Company may, from time to time, file additional post-effective amendments to the Prior Registration Statement to deregister shares that subsequently become available for new awards under the 2010 Plan due to outstanding awards under the 2005 Plan expiring, being forfeited or terminated, or settled in cash, and transfer such shares to the New Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, State of Minnesota, on May 7, 2010.

**ECOLAB INC.**

By: /s/Douglas M. Baker, Jr.  
Douglas M. Baker, Jr.  
Chairman of the Board, President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on May 7, 2010 by the following persons in the capacities indicated.

<b>Signature</b>	<b>Title</b>
/s/Douglas M. Baker, Jr. Douglas M. Baker, Jr.	Chairman of the Board, President and Chief Executive Officer (principal executive officer) and Director*
/s/Steven L. Fritze Steven L. Fritze	Chief Financial Officer (principal financial officer)
/s/John J. Corkrean John J. Corkrean	Vice President and Corporate Controller (principal accounting officer)
/s/Lawrence T. Bell Lawrence T. Bell, as attorney-in-fact for Les S. Biller, Jerry A. Grundhofer, Joel W. Johnson, Jerry W. Levin, and Robert L. Lumpkins	Directors*

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\*These directors constitute a majority of the Board of Directors.