ECOLAB INC
Form 3
November 07, 2013

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 [*]

Â Marsh Laurie M

(Last)   (First)   (Middle)

ECOLAB INC.,Â 370 WABASHA STREET NORTH

(Street)

SAINT PAUL,Â MNÂ 55102

(City)   (State)   (Zip) | 2. Date of Event Requiring Statement
(Month/Day/Year)

11/01/2013 | 3. Issuer Name **and** Ticker or Trading Symbol
ECOLAB INC [ECL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director   _____ 10% Owner
__X__ Officer   _____ Other
(give title below) (specify below)
Senior VP - Human Resources | 5. If Amendment, Date Original Filed(Month/Day/Year)

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

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	2,906	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	2,772	$ (1)	D	Â
Employee Stock Option (Right to Buy)	12/01/2012(2)	12/01/2021	Common Stock	6,300	$ 55.595	D	Â
Employee Stock Option (Right to Buy)	12/05/2013(2)	12/05/2022	Common Stock	5,400	$ 71.54	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marsh Laurie M ECOLAB INC. 370 WABASHA STREET NORTH SAINT PAUL,Â MNÂ 55102	Â	Â	Â Senior VP - Human Resources	Â

Signatures

David F. Duvick, as Attorney-in-Fact for Laurie M. Marsh	11/07/2013
**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) The units will vest on February 28, 2014, subject to continued employment at the vesting date. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock.

(2) The option will be 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. The date listed in the Date Exercisable column is the first 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.

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