

ECOLAB INC
Form 3
May 16, 2014

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 Aronson Martha Goldberg | | (Month/Day/Year) | ECOLAB INC [ECL] | |
| (Last) | (First) | (Middle) | 05/08/2014 | |
| 370 WABASHA STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| NORTH | | | | |
| (Street) | | | (Check all applicable) | |
| SAINT PAUL,Â MNÂ 55102 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP & Pres.-Global Healthcare | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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 | 1,646 | D | Â |
| Common Stock | 4,000 | I | By Martha G. Aronson Revocable Trust |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 4,960 | \$ (1) | D | Â |
| Employee Stock Option (Right to Buy) | 08/01/2013(2) | 08/01/2022 | Common Stock | 31,000 | \$ 65.595 | D | Â |
| Employee Stock Option (Right to Buy) | 12/05/2013(3) | 12/05/2022 | Common Stock | 19,600 | \$ 71.54 | D | Â |
| Employee Stock Option (Right to Buy) | 12/04/2014(4) | 12/04/2023 | Common Stock | 13,990 | \$ 103.265 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Aronson Martha Goldberg 370 WABASHA STREET NORTH SAINT PAUL, MN 55102 | Â | Â | Â EVP & Pres.-Global Healthcare | Â |

Signatures

David F. Duvick, as Attorney-in-Fact for Martha Goldberg Aronson 05/16/2014

**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) Award granted under the Ecolab Inc. 2010 Stock Incentive Plan on August 1, 2012. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock. The units will vest, subject to continued employment, as to 2,480 units on the second anniversary of the date of grant and as to the remaining 2,480 units on the third anniversary of the date of grant.

(2) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on August 1, 2012. 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 shares on the third anniversary of the date of grant.

(3) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 5, 2012. 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 shares on the third anniversary of the date of grant.

(4) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 4, 2013. 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 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.