

ECOLAB INC
Form 4
November 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
LUMPKINS ROBERT L

(Last) (First) (Middle)

ECOLAB INC., 370 WABASHA STREET N

(Street)

SAINT 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)
11/12/2012

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/12/2012		M	A	\$ 24.8325	56,042.82	D
Common Stock	11/12/2012		F ⁽¹⁾	D	\$ 69.84	53,928.82	D
Common Stock	11/12/2012		M	A	\$ 27.07	59,197.82	D
Common Stock	11/12/2012		F ⁽¹⁾	D	\$ 69.84	57,155.82	D
Common Stock	11/12/2012		M	A	\$ 29.29	63,855.82	D

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Common Stock	11/12/2012	F ⁽¹⁾	2,809	D	\$ 69.84	61,046.82	D	
Common Stock	11/12/2012	M	5,467	A	\$ 29.29	66,513.82	D	
Common Stock	11/12/2012	F ⁽¹⁾	2,292	D	\$ 69.84	64,221.82	D	
Common Stock						4,684	I	By grantor retained annuity trust

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 24.8325 ⁽²⁾	11/12/2012		M	5,946 ⁽²⁾	05/09/2003 05/09/2013	Common Stock	5,946 ⁽²⁾
Stock Option (Right to Buy)	\$ 27.07	11/12/2012		M	5,269	11/01/2003 11/01/2013	Common Stock	5,269
Stock Option (Right to Buy)	\$ 29.29	11/12/2012		M	6,700	05/07/2004 05/07/2014	Common Stock	6,700
Stock Option	\$ 29.29	11/12/2012		M	5,467	05/07/2004 05/07/2014	Common Stock	5,467

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUMPKINS ROBERT L ECOLAB INC. 370 WABASHA STREET N SAINT PAUL, MN 55102	X			

Signatures

/s/ David F. Duvick, as Attorney-in-Fact for Robert L. Lumpkins

11/14/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Reflects the reporting person's payment of the exercise price and withholding taxes for a stock option issued in accordance with Rule 16b-3 by delivering or withholding shares of Ecolab common stock.
 - (2) Option granted under the Ecolab Inc. 2001 Non-Employee Director Stock Option Plan. The option was originally reported as a grant of 2,973 shares at a price of \$49.665 per share, and was adjusted following the company's two-for-one stock split paid June 6, 2003. Option granted in lieu of \$36,906.40 of non-employee director compensation earned by reporting person over the period from November 1, 2002 to May 9, 2003.
 - (3) Option granted under the Ecolab Inc. 2001 Non-Employee Director Stock Option Plan. Option granted in lieu of \$35,654.31 of non-employee director compensation earned by reporting person over the period from May 10, 2003 to November 1, 2003.
 - (4) Option granted under the Ecolab Inc. 2001 Non-Employee Director Stock Option Plan. Option granted in lieu of \$40,028.70 of non-employee director compensation earned by reporting person over the period from November 2, 2003 to May 7, 2004.

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.