

JOHNSON JOEL W
Form 4
March 16, 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 *
JOHNSON JOEL W

(Last) (First) (Middle)

THE HORMEL
FOUNDATION, 301 N. MAIN
STREET

(Street)

AUSTIN, MN 55912

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ECOLAB INC [ECL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/15/2012 | | M | | 3,910 | A | \$ 24.8325 |
| Common Stock | 03/15/2012 | | F ⁽¹⁾ | | 1,627 | D | \$ 59.67 |
| Common Stock | 03/15/2012 | | M | | 5,269 | A | \$ 27.07 |
| Common Stock | 01/13/2012 | | F ⁽¹⁾ | | 2,390 | D | \$ 59.67 |
| Common Stock | 03/15/2012 | | M | | 5,634 | A | \$ 29.29 |

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| | | | | | | | | |
|--------------|------------|--|------------------------|-------|---|----------|---------------------------------------|---|
| Common Stock | 03/15/2012 | | <u>F⁽¹⁾</u> | 2,765 | D | \$ 59.67 | <u>105,433.47</u> (²) | D |
|--------------|------------|--|------------------------|-------|---|----------|---------------------------------------|---|

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

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.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 24.8325 <u>(3)</u> | 03/15/2012 | | M | 3,910 <u>(3)</u> | 05/09/2003 05/09/2013 | Common Stock 3,910 |
| Stock Option (Right to Buy) | \$ 59.67 | 03/15/2012 | | A | 1,627 | 03/15/2012 05/09/2013 | Common Stock 1,627 |
| Stock Option (Right to Buy) | \$ 27.07 | 03/15/2012 | | M | 5,269 | 11/01/2003 11/01/2013 | Common Stock 5,269 |
| Stock Option (Right to Buy) | \$ 59.67 | 03/15/2012 | | A | 2,390 | 03/15/2012 11/01/2013 | Common Stock 2,390 |
| Stock Option (Right to Buy) | \$ 29.29 | 03/15/2012 | | M | 5,634 | 05/07/2004 05/07/2014 | Common Stock 5,634 |
| Common Stock (Right to Buy) | \$ 59.67 | 03/15/2012 | | A | 2,765 | 03/15/2012 05/07/2014 | Common Stock 2,765 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON JOEL W THE HORMEL FOUNDATION 301 N. MAIN STREET AUSTIN, MN 55912 | X | | | |

Signatures

/s/ David F. Duvick, as Attorney-in-Fact for Joel W.
Johnson

03/16/2012

__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 withholding shares of Ecolab Common Stock.
- (2) Includes 181.51 shares acquired January 20, 2012 by dividend reinvestment under the Dividend Reinvestment Plan for shareholders of Ecolab sponsored by Computershare Trust Company, N.A.
- (3) Option granted under the Ecolab Inc. 2001 Non-Employee Director Stock Option Plan. The option was originally reported as a grant of 1,955 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.
- (4) The option was granted in lieu of \$24,273.05 of non-employee director compensation earned by the reporting person over the period from November 1, 2002 to May 9, 2003.
- (5) The option was granted in lieu of \$35,654.32 of non-employee director compensation earned by the reporting person over the period from May 10, 2003 to November 1, 2003.
- (6) The option was granted in lieu of \$41,248.79 of non-employee director compensation earned by the 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.