

ECOLAB INC
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
NEWLIN STEPHEN D

(Last) (First) (Middle)

ECOLAB INC., ECOLAB CENTER
370 N. WABASHA STREET

(Street)

ST. 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)
02/14/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

President - Industrial Sector

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 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or Price (D)					
Common Stock	02/14/2006		M		31,900	A	\$ 25.49	32,900	D	
Common Stock	02/14/2006		S		2,400	D	\$ 34.99	30,500	D	
Common Stock	02/14/2006		S		2,500	D	\$ 34.98	28,000	D	
Common Stock	02/14/2006		S		2,000	D	\$ 34.97	26,000	D	
Common Stock	02/14/2006		S		600	D	\$ 34.54	25,400	D	

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Common Stock	02/14/2006	S	2,700	D	\$ 34.53	22,700	D
Common Stock	02/14/2006	S	2,300	D	\$ 34.52	20,400	D
Common Stock	02/14/2006	S	100	D	\$ 34.51	20,300	D
Common Stock	02/14/2006	S	1,800	D	\$ 34.5	18,500	D
Common Stock	02/14/2006	S	400	D	\$ 34.31	18,100	D
Common Stock	02/14/2006	S	700	D	\$ 34.3	17,400	D
Common Stock	02/14/2006	S	2,700	D	\$ 34.28	14,700	D
Common Stock	02/14/2006	S	200	D	\$ 34.27	14,500	D
Common Stock	02/14/2006	S	3,500	D	\$ 34.25	11,000	D
Common Stock	02/14/2006	S	7,100	D	\$ 33.95	3,900	D
Common Stock	02/14/2006	S	200	D	\$ 33.94	3,700	D
Common Stock	02/14/2006	S	200	D	\$ 33.92	3,500	D
Common Stock	02/14/2006	S	200	D	\$ 33.91	3,300	D
Common Stock	02/14/2006	S	2,300	D	\$ 33.9	1,000	D
Common Stock	02/15/2006	M	20,000	A	\$ 25.49	21,000	D
Common Stock	02/15/2006	S	10,000	D	\$ 35.14	11,000	D
Common Stock	02/15/2006	S	2,400	D	\$ 35.08	8,600	D
Common Stock	02/15/2006	S	600	D	\$ 35.07	8,000	D
Common Stock	02/15/2006	S	800	D	\$ 35.06	7,200	D
Common Stock	02/15/2006	S	6,200	D	\$ 35.05	1,000	D
	02/16/2006	M	10,000	A		10,100	D

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Common Stock					\$ 25.49				
Common Stock	02/16/2006		S	10,000	D	\$ 35.47	1,000	D	
Common Stock							220.097 ⁽¹⁾	I	By Ecolab Savings Plan

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.49	02/14/2006		M	31,900	08/14/2004 ⁽²⁾	08/14/2013	Common Stock	31,900
Employee Stock Option (Right to Buy)	\$ 25.49	02/15/2006		M	20,000	08/14/2004 ⁽²⁾	08/14/2013	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 25.49	02/16/2006		M	10,000	08/14/2004 ⁽²⁾	08/14/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWLIN STEPHEN D ECOLAB INC. ECOLAB CENTER 370 N. WABASHA STREET ST. PAUL, MN 55102			President - Industrial Sector	

Signatures

/s/ David F. Duvick, Attorney-in-Fact for Stephen D. Newlin	02/16/2006
**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) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of December 31, 2005. (The 220.097 UNITS were equivalent to approximately 412 shares of the issuer's Common Stock as of such date.)
- Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on August 14, 2003. 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
- (2) anniversaries of the date of grant and as to the remaining shares on the third anniversary of the date of grant; provided, however, that if a Change in Control (as that term is defined in the Ecolab Inc. 2002 Stock Incentive Plan) will occur, then the option, if it has been outstanding for at least six months from the date of grant, will become immediately exercisable in full.

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.