Hickey Michael A Form 4 December 05, 2012

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

**OMB APPROVAL OMB** 

3235-0287 Number:

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10% Owner

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Hickey Michael A Issuer Symbol ECOLAB INC [ECL] (Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

Director

370 WABASHA STREET NORTH

(Street)

\_X\_\_ Officer (give title \_ \_\_ Other (specify 12/04/2012 below) Ex.VP & Pres. Institutional 6. Individual or Joint/Group Filing(Check

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

### SAINT PAUL, MN 55102

(City)	(State)	(Zip) Tabl	le I - Non-I	<b>Derivative</b>	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(III3ti. +)	
Common Stock	12/04/2012		M	21,000	A	\$ 27.39	46,141.964	D	
Common Stock	12/04/2012		M	18,900	A	\$ 34.5	65,041.964	D	
Common Stock	12/04/2012		S	39,900	D	\$ 72	25,163.582 (1)	D	
Common Stock							3,719.72 <u>(2)</u>	I	By Ecolab Savings Plan

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)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 27.39	12/04/2012		M	21,000	12/11/2004(3)	12/11/2013	Common Stock	21,0
Employee Stock Option (Right to Buy)	\$ 34.5	12/04/2012		M	18,900	12/09/2005(3)	12/09/2014	Common Stock	18,9

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hickey Michael A 370 WABASHA STREET NORTH SAINT PAUL, MN 55102

Ex.VP & Pres. Institutional

## **Signatures**

/s/ David F. Duvick, as Attorney-in-fact for Michael A. Hickey 12/05/2012

\*\*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) Includes 10.841 shares acquired by reporting person on July 19, 2012 and 10.777 shares acquired on October 18, 2012 by dividend reinvestment under the Dividend Reinvestment Plan for shareholders of Ecolab sponsored by Computershare Trust Company, N.A.

Reporting Owners 2

#### Edgar Filing: Hickey Michael A - Form 4

- Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of October 31, 2012. Includes 21.475 UNITS (2) acquired since the reporting person's last report. (The 3,719.720 UNITS are the equivalent of approximately 6,912 shares of the issuer's Common Stock.)
- Option granted under the Ecolab Inc. 2002 Stock Incentive Plan. The option became exercisable, on a cumulative basis, as to one-third of (3) 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.