

LEVIN JERRY W
Form 4
May 06, 2013

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 *
LEVIN JERRY W

(Last) (First) (Middle)

J. W. LEVIN PARTNERS, LLC, 9
WEST 57TH STREET, 26TH
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

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

05/02/2013

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2013		S	5,421 D	\$ 84.907 (1) 28,286.19	D	
Common Stock	05/03/2013		M	6,700 A	\$ 29.29 34,986.19	D	
Common Stock	05/03/2013		F(2)	2,303 D	\$ 85.205 32,683.19	D	
Common Stock	05/03/2013		M	5,600 A	\$ 32.57 38,283.19	D	
	05/03/2013		F(2)	2,140 D	36,143.19	D	

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Common Stock						\$ 85.205		
Common Stock	05/03/2013		M	5,086	A	\$ 31.945	41,229.19	D
Common Stock	05/03/2013		F ⁽²⁾	1,906	D	\$ 85.205	39,323.19	D
Common Stock	05/03/2013		M	4,800	A	\$ 37.905	44,123.19	D
Common Stock	05/03/2013		F ⁽²⁾	2,135	D	\$ 85.205	41,988.19	D
Common Stock	05/03/2013		M	4,300	A	\$ 42.905	46,288.19	D
Common Stock	05/03/2013		F ⁽²⁾	2,165	D	\$ 85.205	44,123.19	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 84.265	05/02/2013		A	3,200	08/02/2013 ⁽³⁾	05/02/2023	Common Stock	3,200
Stock Option (Right to Buy)	\$ 29.29	05/03/2013		M	6,700	05/07/2004	05/07/2014	Common Stock	6,700
Stock Option (Right to Buy)	\$ 32.57	05/03/2013		M	5,600	05/06/2005	05/06/2015	Common Stock	5,600

Buy)

Stock

Option (Right to Buy)	\$ 31.945	05/03/2013	M	5,086	08/30/2005	05/07/2014	Common Stock	5,0
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Stock

Option (Right to Buy)	\$ 37.905	05/03/2013	M	4,800	05/12/2006	05/12/2016	Common Stock	4,8
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Stock

Option (Right to Buy)	\$ 42.905	05/03/2013	M	4,300	05/04/2007	05/04/2017	Common Stock	4,3
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVIN JERRY W J. W. LEVIN PARTNERS, LLC 9 WEST 57TH STREET, 26TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/David F. Duvick, Attorney-in-Fact for Jerry Levin	05/06/2013
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**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).

- This transaction was executed in multiple trades at prices ranging from \$84.90 to \$84.95. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Reflects the reporting person's payment of the exercise price for a stock option issued in accordance with Rule 16b-3 by delivering or withholding shares of Ecolab common stock.

- The option will become exercisable, on a cumulative basis, as to 25% of the option shares (excluding any fractional portion less than one share), on the last day of each of the first, second and third three-month periods following its date of grant and as to the remaining shares on the last day of the fourth three-month period following its date of grant; provided, however, that if a Change in Control of the Company (as that term is defined in the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan) will occur, then the option will become immediately exercisable in full.
- (3) on the last day of the fourth three-month period following its date of grant; provided, however, that if a Change in Control of the Company (as that term is defined in the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan) will occur, then the option 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.

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