

ECOLAB INC  
Form 8-K  
February 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **February 12, 2009**

**ECOLAB INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-9328**  
(Commission  
File Number)

**41-0231510**  
(IRS Employer  
Identification No.)

**370 Wabasha Street North, Saint Paul, Minnesota**  
(Address of principal executive offices)

**55102**  
(Zip Code)

Registrant's telephone number, including area code **651-293-2233**

**(Not applicable)**

(Former name or former address, if changed since last report.)

## Edgar Filing: ECOLAB INC - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13a-4(c) under the Exchange Act (17 CFR 240.13a-4(c))
-

Item 2.02 Results of Operations and Financial Condition.

On February 12, 2009, Ecolab Inc. ( Ecolab ) announced earnings for the fourth quarter ended December 31, 2008. A copy of the News Release issued by Ecolab in connection with this report under Item 2.02 is attached as Exhibit (99) and incorporated by reference herein. Ecolab also will publish the News Release on its website located at www.ecolab.com.

In the News Release dated February 12, 2009, Ecolab discloses non-GAAP pro forma diluted earnings per share, which exclude special gains and charges and discrete tax items for the fourth quarter and years ended December 31, 2008 and 2007. Ecolab's management believes that disclosing this non-GAAP financial measure helps investors understand underlying business performance because it facilitates the comparison of current and prior period operating results by eliminating the effect of non-recurring items.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished pursuant to Item 2.02 of Form 8-K and should not be deemed to be filed under the Securities Exchange Act of 1934.

(99) Ecolab Inc. News Release dated February 12, 2009.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ECOLAB INC.

Date: February 12, 2009

By:

/s/Michael C. McCormick  
Michael C. McCormick  
Assistant Secretary



EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                                | <b>Method Of Filing</b>        |
|--------------------|---|--------------------------------|
| (99)               | Ecolab Inc. News Release dated February 12, 2009. | Filed herewith electronically. |