

ECOLAB INC
Form 4
February 10, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMECHEL DANIEL J

(Last) (First) (Middle)

**ECOLAB INC., 370 WABASHA
STREET N.**

(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)
02/09/2005

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 ____ Other (specify
below) below)

Vice President & Controller

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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	02/09/2005		M	8,000 A	\$ 5.797 21,879.559	D	
Common Stock	02/09/2005		F ⁽¹⁾	3,700 D	\$ 32.485 18,179.559	D	
Common Stock	02/09/2005		M/K	4,000 A	\$ 6.703 22,179.559	D	
Common Stock	02/09/2005		F ⁽¹⁾	2,137 D	\$ 32.485 20,043.489 ⁽²⁾	D	
Common Stock					1,955.973 ⁽³⁾	I	By Ecolab Savings Plan

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.797	02/09/2005		M	8,000	05/12/1996 ⁽⁴⁾ 05/12/2005	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 6.703	02/09/2005		M	4,000	08/18/1996 ⁽⁵⁾ 08/18/2005	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHMECHEL DANIEL J ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	Vice President & Controller

Signatures

/s/David F. Duvick, Attorney-in-fact for Daniel J.
Schmechel

02/10/2005

__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 of a stock option issued in accordance with Rule 16b-3 by delivering shares of Ecolab Common Stock and withholding option shares to satisfy withholding taxes.
- (2) Includes .93 shares acquired by reporting person on January 18, 2005 under the Ecolab Dividend Reinvestment Plan.
- (3) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of December 31, 2004. The 1,955,973 UNITS are the equivalent of approximately 3,958,309 shares of the issuer's Common Stock.

Option granted under the Ecolab Inc. 1993 Stock Incentive Plan on May 12, 1995. The option was originally reported as covering 4,000 shares at an exercise price of \$11.59375/share, but has been adjusted to reflect a stock split on June 6, 2003. The option became
- (4) exercisable, on a cumulative basis, as to one-fourth of the option shares (excluding any fractional portion less than one share), on each of the first, second and third anniversaries of the date of grant and as to the remaining option shares on the fourth anniversary of the date of grant.

Option granted under the Ecolab Inc. 1993 Stock Incentive Plan on August 18, 1995. The option was originally reported as covering 2,000 shares at an exercise price of \$13.40625/share, but has been adjusted to reflect a stock split on June 6, 2003. The option became
- (5) exercisable, on a cumulative basis, as to one-fourth of the option shares (excluding any fractional portion less than one share), on each of the first, second and third anniversaries of the date of grant and as to the remaining option shares on the fourth 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.