

ECOLAB INC

Form 4

December 16, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
IANNUZZI LUCIANO

(Last) (First) (Middle)

ECOLAB GMBH & CO.
OHG, REISHOLZER
WERFTSTRASSE 38-42

(Street)

DUESSELDORF, 2M D-40589

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2005

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)
EVP-Europe, Africa & M.E.

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 (D)	Price		
Common Stock	12/15/2005		M		12,000	A	\$ 18.96	12,000	D
Common Stock	12/15/2005		M		12,000	A	\$ 24.34	24,000	D
Common Stock	12/15/2005		S		6,400	D	\$ 35.5	17,600	D
Common Stock	12/15/2005		S		2,500	D	\$ 35.51	15,100	D
Common Stock	12/15/2005		S		2,200	D	\$ 35.52	12,900	D

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Common Stock	12/15/2005	S	3,100	D	\$ 35.53	9,800	D
Common Stock	12/15/2005	S	200	D	\$ 35.54	9,600	D
Common Stock	12/15/2005	S	300	D	\$ 35.55	9,300	D
Common Stock	12/15/2005	S	200	D	\$ 35.56	9,100	D
Common Stock	12/15/2005	S	300	D	\$ 35.57	8,800	D
Common Stock	12/15/2005	S	800	D	\$ 35.59	8,000	D
Common Stock	12/15/2005	S	7,000	D	\$ 35.6	1,000	D
Common Stock	12/15/2005	S	300	D	\$ 35.61	700	D
Common Stock	12/15/2005	S	600	D	\$ 35.62	100	D
Common Stock	12/15/2005	S	100	D	\$ 35.63	0	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
Employee Stock Option (Right to Buy)	\$ 18.96 (1)	12/15/2005		M	12,000 (1)	12/06/2002(1) 12/06/2011	Common Stock 12,000

Employee

Stock

Option \$ 24.34
(2)

12/15/2005

M

12,000
(2)

12/05/2003(2)

12/05/2012

Common
Stock

12,0

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IANNUZZI LUCIANO ECOLAB GMBH & CO. OHG REISHOLZER WERFTSTRASSE 38-42 DUESSELDORF, 2M D-40589			EVP-Europe, Africa & M.E.	

Signatures

/s/ David F. Duvick, as Attorney-in-Fact for Luciano
Iannuzzi

12/16/2005

__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) Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on December 6, 2001. The option was originally reported as covering 6,000 shares at an exercise price of \$37.92 but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option 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.

(2) Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on December 5, 2002. The option was originally reported as covering 16,000 shares at an exercise price of \$48.68 but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option 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.

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