### Edgar Filing: ECOLAB INC - Form 4

ECOLAB INC Form 4 September 11, 2009 <b>FORM 4</b> <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> <b>Vashington, D.C. 20549</b> <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> <b>SECURITIES</b> 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 Number: Expires: Estimated a burden hou response			
(Print or Type)	Responses)										
FRITZE STEVEN L Symbol			Symbol	er Name <b>and</b> Ticker or Trading AB INC [ECL]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
				/Day/Year) /2009				Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer			
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
ST. PAUL,	MN 55102							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	Derivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	09/11/2009			М	74,343	А	\$ 24.34	115,162	D		
Common Stock	09/11/2009			F <u>(1)</u>	55,133	D	\$ 44.33	60,029	D		
Common Stock								12,226.286 (2)	Ι	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 SEC 1474 information contained in this form are not required to respond unless the form

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# displays a currently valid OMB control number.

## 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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Au Underlying Se (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 24.34 ( <u>3</u> )	09/11/2009		М		74,343 ( <u>3)</u>	12/05/2003 <u>(3)</u>	12/05/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 44.33	09/11/2009		A	55,133		09/11/2009	12/05/2012	Common Stock

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
FRITZE STEVEN L ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102			Chief Financial Officer				
Signatures							
la/David E. Durviale Attaman in	n East for	Stavan I					

/s/David F. Duvick, Attorney-in-Fact for Steven L. Fritze
<u>\*\*</u>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 and withholding taxes for a stock option issued in accordance with Rule 16b-3 by delivering and withholding shares of Ecolab Common Stock.
- (2) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of July 31, 2009. (The 12,226.286 UNITS are the equivalent of approximately 22,862 SHARES of the issuer's Common Stock.)

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Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 5, 2002. The option was originally reported as covering 60,000 shares at an exercise price of \$48.68 per share, but has been adjusted to reflect a stock split on June 6, 2003 and the subsequent

(3) exercise of 2,000 shares on December 13, 2007. The option became exercisable 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 as of the third anniversary on 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.