**ECOLAB INC** Form 5

February 23, 2011

### FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number: January 31,

2005

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

Expires: ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

| 1. Name and Add<br>BAKER DOU | •                             | _        | 2. Issuer Name and Ticker or Trading Symbol ECOLAB INC [ECL]            | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|------------------------------|-------------------------------|----------|---|---|--|--|--|
| (Last)  ECOLAB INC STREET N. | (First)<br>C., 370 W <i>A</i> | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010 | (Check all applicable)  _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Chairman, President & CEO |  |  |  |
|                              | (Street)                      |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                    | 6. Individual or Joint/Group Reporting  (check applicable line)   |  |  |  |

#### ST. PAUL, MNÂ 55102

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-Dei                          | ivative Se                                      | curiti                  | es Acq     | uired, Disposed of   | , or Beneficiall  | y Owned   |
|--------------------------------------|---|---|---|---|-------------------------|------------|--|---|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securi<br>Acquired<br>Disposed<br>(Instr. 3, | (A) of (C) 4 and (A) or | <b>)</b> ) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end of<br>Issuer's Fiscal<br>Year<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 09/01/2010                              | Â   | G                                       | 3,500   | D                       | \$0        | 111,491.797  | D   | Â   |
| Common<br>Stock                      | Â                                       | Â   | Â                                       | Â   | Â                       | Â          | 96,400   | I   | By wife   |
| Common<br>Stock                      | Â                                       | Â   | Â                                       | Â   | Â                       | Â          | 5,084.949 (1)  | I   | By Ecolab<br>Savings<br>Plan                                      |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

of D

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| <ol> <li>Title of</li> </ol> | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exerc | cisable and | 7. Titl    | e and    | 8. Price of |  |
|------------------------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|------------|----------|-------------|--|
| Derivative                   | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | Number     | Expiration D  | ate         | Amou       | nt of    | Derivative  |  |
| Security                     | or Exercise |                     | any                | Code        | of         | (Month/Day/   | Year)       | Under      | lying    | Security    |  |
| (Instr. 3)                   | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative | e             |             | Securi     | ties     | (Instr. 5)  |  |
|                              | Derivative  |                     |                    |             | Securities |               |             | (Instr.    | 3 and 4) |             |  |
|                              | Security    |                     |                    |             | Acquired   |               |             |            |          |             |  |
|                              |             |                     |                    |             | (A) or     |               |             |            |          |             |  |
|                              |             |                     |                    |             | Disposed   |               |             |            |          |             |  |
|                              |             |                     |                    |             | of (D)     |               |             |            |          |             |  |
|                              |             |                     |                    |             | (Instr. 3, |               |             |            |          |             |  |
|                              |             |                     |                    |             | 4, and 5)  |               |             |            |          |             |  |
|                              |             |                     |                    |             |            |               |             |            | Amount   |             |  |
|                              |             |                     |                    |             |            |               |             |            |          |             |  |
|                              |             |                     |                    |             |            | Date          | Expiration  | Title      | Or       |             |  |
|                              |             |                     |                    |             |            | Exercisable D | sable Date  | Title Numl | of       |             |  |
|                              |             |                     |                    |             | (A) (D)    |               |             |            |          |             |  |
|                              |             |                     |                    |             | (A) (D)    |               |             |            | Shares   |             |  |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                                 |       |  |  |  |
|--|---------------|-----------|---------------------------------|-------|--|--|--|
| , g  | Director      | 10% Owner | Officer                         | Other |  |  |  |
| BAKER DOUGLAS M JR<br>ECOLAB INC.<br>370 WABASHA STREET N.<br>ST. PAUL, MN 55102 | ÂX            | Â         | Chairman,<br>President &<br>CEO | Â     |  |  |  |

## **Signatures**

/s/ David F. Duvick, Attorney-in-Fact for Douglas M. Baker, Jr. 02/23/2011

\*\*Signature of Reporting Person

## **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) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of December 31, 2010. (The 5,084.949 UNITS are the equivalent of approximately 9,487 SHARES of the issuer's Common Stock.)

Date

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2