Edgar Filing: LEVIN JERRY W - Form 4

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Form 4	ΥW										
May 06, 2011 FORM Check this	UNITE	Washington, D.C. 20549								OMB APPROVAL OMB 3235-0287 Number:	
if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	Filed p Section 1	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							Expires: Estimated a burden hou response	irs per	
(Print or Type Re	sponses)										
LEVIN JERRY W Sy			2. Issuer Name and Ticker or Trading Symbol ECOLAB INC [ECL]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) J. W. LEVIN WEST 57TH FLOOR			3. Date of (Month/Da 05/05/20	-	nsaction			X Director		b Owner	
	(Street)		Filed(Month/Day/Year) Appli			Applicable Line)	vidual or Joint/Group Filing(Check ble Line) rm filed by One Reporting Person				
NEW YORK	, NY 10019							Form filed by I Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ies Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	emed on Date, if Day/Year)	Code	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (A) or)	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								38,200.47	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 51.735	05/05/2011		А	4,200	08/05/2011 <u>(1)</u>	05/05/2021	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner Officer		Other		
LEVIN JERRY W J. W. LEVIN PARTNERS, LLC 9 WEST 57TH STREET, 26TH FLOOR NEW YORK, NY 10019	Х					
Signatures						
/s/David F. Duvick, Attorney-in-Fact for J Levin	Jerry 05/06/2011					
**Signature of Reporting Person		Da	ite			

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).

The option will become exercisable, on a cumulative basis, as to 25% of the option shares (excluding any fractional portion less than one share), on the last day of each of the first, second and third three-month periods following its date of grant and as to the remaining shares

(1) on the last day of the fourth three-month period following its date of grant; provided, however, that if a Change in Control of the Company (as that term is defined in the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan) will occur, then the option will become immediately exercisable in full.

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.