Fyrwald J Erik Form 5 February 03, 2012

Stock

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES 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 Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Fyrwald J Erik Symbol ECOLAB INC [ECL] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2011 below) below) ECOLAB INC., Â 370 WABASHA President STREET N. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ST. PAUL, MNÂ 55102 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Acquired (A) or (Month/Day/Year) Execution Date, if Transaction Securities Ownership Indirect Security Form: Direct Beneficial (Instr. 3) Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or (D) Price Amount J. Erik Common Â Â Â Â Â Â 3 I **Fyrwald** Stock Trust Erik Common Â Â Â Â Â Â 46,109 (2) Ι **Fyrwald** Stock **GRAT** JAK Limited Common Â Â Â Â Â Â 3.293 (2) I

Partnership

Edgar Filing: Fyrwald J Erik - Form 5

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)

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 Amou Underlying Secur (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Restricted Stock Units	Â	12/01/2011	Â	A4	54,852 (4)	Â	(5)	(5)	Common Stock	54
Restricted Stock Units	Â	12/01/2011	Â	A4	77,265 (6)	Â	(7)	(7)	Common Stock	77
Restricted Stock Units	Â	12/01/2011	Â	A4	56,018 (8)	Â	(9)	(9)	Common Stock	56
Employee Stock Option (Right to Buy)	\$ 30.67	12/01/2011	Â	A4	227,660 (10)	Â	12/01/2011	03/07/2018	Common Stock	22

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fyrwald J Erik ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	Â	Â	President	Â			

Signatures

David F. Duvick, as Attorney-in-Fact for J. Erik Frywald 02/03/2012

**Signature of Reporting Person Date

Reporting Owners 2

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).
 - Mr. Fyrwald beneficially owned 10,200 shares of Ecolab common stock in a living trust on December 1, 2011, the date on which he became an officer of Ecolab. The additional 2,322 shares of Ecolab common stock in the trust were issued to Mr. Fyrwald as merger
- (1) consideration pursuant to the Agreement and Plan of Merger dated as of July 19, 2001 between and among Ecolab, Sustainability Partners Corporation and Nalco Holding Comopany (the "Merger Agreement") following completion of the merger on December 1, 2011.
- The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, with respect to the shares of Ecolab common stock issued to him as merger consideration pursuant to the Merger Agreement reported in error that he had direct beneficial ownership of 125,968 shares of Ecolab common stock following the December 1, 2011 consummation of the merger. As corrected, Mr. Fyrwald had direct and indirect ownership of the shares of Ecolab common stock as reported in column 5 of Table I above.
- (3) Each restricted stock unit represents the contingent right to receive one share of Ecolab common stock, subject to the terms and conditions set forth in the restricted stock unit agreement.
- The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired 111,943 restricted stock units upon the conversion of restricted stock units covering 164,723 shares of Nalco common stock pursuant to the Merger Agreement. As corrected, Mr. Fyrwald acquired 54,852 restricted stock units upon the conversion of restricted stock units covering 80,714 shares of Nalco common stock.
- (5) The shares will vest on February 28, 2012, subject to continued employment at the vesting date.
- The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired 55,189 restricted stock units upon the conversion of restricted stock units covering 81,210 shares of Nalco common stock pursuant to the Merger Agreement. As corrected, Mr. Fyrwald acquired 77,625 restricted stock units upon the conversion of restricted stock units covering 113,694 shares of Nalco common stock.
- (7) The shares will vest on February 28, 2013, subject to continued employment at the vesting date.
 - The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired 52,353 restricted stock units upon the conversion of restricted stock units covering 77,037 shares of Nalco common stock pursuant to the
- Merger Agreement. As corrected, Mr. Fyrwald acquired 56,018 restricted stock units upon the conversion of restricted stock units covering 82,430 shares of Nalco common stock.
- (9) The shares will vest on February 28, 2014, subject to continued employment at the vesting date.
 - The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired an employee stock option to purchase 227,659 shares of Ecolab common stock upon the conversion of employee stock options to purchase
- (10) 335,000 shares of Nalco common stock pursuant to the Merger Agreement. As corrected, Mr. Fyrwald acquired an employee stock option to purchase 227,660 shares of Ecolab common stock upon the conversion of employee stock options to purchase 335,000 shares of Nalco common stock.

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.