ECOLAB INC Form 4 May 25, 2012

FORM 4

Check this box

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Washington, D.C. 20549

if no longer subject to Section 16. 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *BAKER DOUGLAS M JR

(First)

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

ECOLAB INC [ECL]

3. Date of Earliest Transaction (Month/Day/Year) 05/24/2012

ECOLAB INC., 370 WABASHA STREET N.

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Check all applicable)

X Director _____ 10% Owner _X_ Officer (give title _____ Other (specify below) Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

ST. PAUL, MN 55102

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities of Disposed (Instr. 3, 4	d of (E))	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	05/24/2012		M	314,000	A	\$ 34.5	427,847.583	D		
Common Stock	05/24/2012		F(1)	229,295	D	\$ 65.19	198,552.583	D		
Common Stock	05/24/2012		M	37,034	A	\$ 43.24	235,586.583	D		
Common Stock	05/24/2012		F(1)	29,888	D	\$ 65.19	205,698.583	D		
Common Stock	05/24/2012		M	59,544	A	\$ 51.445	265,242.583	D		

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Common Stock	05/24/2012	F(1)	52,349	D	\$ 65.19	212,893.583	D	
Common Stock	05/24/2012	M	61,885	A	\$ 46.715	274,778.583	D	
Common Stock	05/24/2012	F(1)	51,834	D	\$ 65.19	223,623.895 (2)	D	
Common Stock						96,400	I	By wife
Common Stock						5,186.702 (3)	I	By Ecolab Savings Plan

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 34.5	05/24/2012		M		314,000	12/09/2005(4)	12/09/2014	Common Stock	314
Employee Stock Option (Right to Buy)	\$ 43.24	05/24/2012		M		37,034	06/13/2007	12/05/2012	Common Stock	37
Employee Stock Option (Right to Buy)	\$ 51.445	05/24/2012		M		59,544	12/14/2007	12/05/2012	Common Stock	59

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Employee Stock

Option \$ 46.715 05/24/2012 M 61,885 09/16/2009 12/05/2012 Common Stock

61

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAKER DOUGLAS M JR ECOLAB INC. 370 WABASHA STREET N.

Chairman and CEO

ST. PAUL, MN 55102

Signatures

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

05/25/2012

**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 witholding taxes for a stock option issued in accordance with Rule 16b-3 by delivering or withholding shares of Ecolab common stock.
- (2) Includes 345.102 shares acquired on January 20, 2012 and 334.210 shares acquired on April 19, 2012 by dividend reinvestment under the Dividend Reinvestment Plan for shareholders of Ecolab sponsored by Computershare Trust Company, N.A.
 - Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of April 30, 2012. Includes 33.675 UNITS
- (3) acquired since the reporting person's last report. (The 5,186.702 UNITS are the equivalent of approximately 9,644 SHARES of the issuer's Common Stock.)
- Option granted under the Ecolab Inc. 2002 Stock Incentive Plan. The option became exercisable, on a cumulative basis, as to one-third of (4) the option shares (excluding any fractional portion less than one share), 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. 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.

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