LEVIN JERRY W

Form 4

December 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB and

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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obligations
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Filed pursuant to Section 17(a) of the Publ

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person <u>*</u> LEVIN JERRY W

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

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle)

(Zip)

ECOLAB INC [ECL]

(Check all applicable)

J. W. LEVIN PARTNERS, LLC, 9

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 12/03/2012

__X_ Director _____ 10% Owner
____ Officer (give title _____ Other (specify

WEST 57TH STREET, 26TH FLOOR

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

NEW YORK, NY 10019

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired (A) Transactiomr 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)			
			Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	12/03/2012		M	1,062	A	\$ 31.945	34,194.13	D			
Common Stock	12/03/2012		M	4,844	A	\$ 31.945	39,038.13	D			
Common Stock	12/05/2012		S	5,906	D	\$ 71.3196	33,132.13	D			

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

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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)			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)	\$ 31.945	12/05/2012		M		1,062	08/30/2005	05/09/2013	Common Stock	1,062
Stock Option (Right to Buy)	\$ 31.945	12/05/2012		M		4,844	08/30/2005	05/09/2013	Common Stock	4,844

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

X

Signatures

/s/David F. Duvick, Attorney-in-Fact for Jerry Levin 12/05/2012

**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).

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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