

ECOLAB INC

Form 4

December 20, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BELL LAWRENCE T**

(Last) (First) (Middle)

**ECOLAB INC., 370 WABASHA  
STREET N.**

(Street)

**ST. PAUL, MN 55102**

(City) (State) (Zip)

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

**ECOLAB INC [ECL]**

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

**12/16/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, GC and Secretary

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

\_\_X\_\_ Form filed by One Reporting Person

\_\_\_\_ Form filed by More than One Reporting  
Person

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	12/14/2005		G	V 398 D \$ 0	111,791	D	
Common Stock	12/15/2005		G <sup>(1)</sup>	V 629 D \$ 0	111,162	D	
Common Stock	12/15/2005		G <sup>(2)</sup>	V 629 D \$ 0	110,533	D	
Common Stock	12/15/2005		G <sup>(1)</sup>	V 629 A \$ 0	2,603	I	By Daughter
Common Stock	12/15/2005		G <sup>(2)</sup>	V 629 A \$ 0	2,711	I	By Daughter

# Edgar Filing: ECOLAB INC - Form 4

Common Stock	12/16/2005	M	6,000	A	\$ 10.945	116,533	D
Common Stock	12/16/2005	S	8,800	D	\$ 35.5	107,733	D
Common Stock	12/16/2005	S	365	D	\$ 35.53	107,368	D
Common Stock						8,022.06 <sup>(3)</sup>	I

By Ecolab  
Savings  
Plan

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 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. 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.945 <sup>(4)</sup>	12/16/2005		M	6,000 <sup>(4)</sup>	<sup>(4)</sup> 08/15/2007	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
BELL LAWRENCE T ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	Director 10% Owner Officer Other SVP, GC and Secretary

## Signatures

/s/ David F. Duvick, Attorney-in-Fact for Lawrence  
T. Bell

12/20/2005

\_\_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) Transfer by reporting person to one of his daughters.
- (2) Transfer by reporting person to a second daughter.
- (3) Number of UNITS owned by the reporting person in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of November 30, 2005. (The 8,022.06 UNITS are equivalent to approximately 14,090.058 SHARES of the Issuer's Common Stock.)  
Option granted under the Ecolab Inc. 1993 Stock Incentive Plan on August 15, 1997. The option was originally reported as covering 3,000 shares at an exercise price of \$43.78125/share, but has been adjusted to reflect stock splits on January 15, 1998 and June 6, 2003.
- (4) The option became exercisable, on a cumulative basis, as to 25% of the total shares subject to the Option (excluding any fractional portion less than one share), on each of the first, second and third anniversaries of the date of grant and as to the remaining shares on the fourth 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.