**ECOLAB INC** Form 4

December 14, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

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2005

**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FRITZE STEVEN L			2. Issuer Name <b>and</b> Ticker or Trading Symbol ECOLAB INC [ECL]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
ECOLAB INC., 370 WABASHA STREET N.			12/13/2007	X Officer (give title Other (specify below)		
				Executive Vice President & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ST. PAUL, MN 55102				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

#### (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 Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 12/13/2007 M 2,440 A 25,766 D Stock 19.2656 Common 12/13/2007 $F^{(1)}$ 1,564 D \$ 51.52 24,202 D Stock Common D 12/13/2007 M 32,000 \$ 18.96 56,202 Stock Common $F^{(1)}$ 12/13/2007 20,411 D \$ 51.52 35,791 D Stock Common 12/13/2007 M 20,000 A 55,791 D Stock

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Common Stock	12/13/2007	F(1)	13,578	D	\$ 51.52	42,213	D	
Common Stock	12/13/2007	M	2,000	A	\$ 24.34	44,213	D	
Common Stock	12/13/2007	F(1)	1,394	D	\$ 51.52	42,819	D	
Common Stock	12/14/2007	G V	2,000	D	\$ 0	40,819	D	
Common Stock						11,837.325 (2)	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. Transaction Code (Instr. 8)	5. Number of or 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 A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 19.2656 (3)	12/13/2007		M		2,440 (3)	08/18/2001(3)	08/18/2010	Common Stock
Employee Stock Option (Right to Buy)	\$ 51.52	12/13/2007		A	1,564		12/13/2007	08/18/2010	Common Stock
Employee Stock Option (Right to Buy)	\$ 18.96 (4)	12/13/2007		M		32,000 (4)	12/06/2002(4)	12/06/2011	Common Stock

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Employee Stock Option (Right to Buy)	\$ 51.52	12/13/2007	A	20,411		12/13/2007	12/06/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.6525 ( <u>5)</u>	12/13/2007	M		20,000	05/10/2003(5)	05/10/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 51.52	12/13/2007	A	13,578		12/13/2007	05/10/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.34 (6)	12/13/2007	M		2,000 (6)	12/05/2003(6)	12/05/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 51.52	12/13/2007	A	1,394		12/13/2007	12/05/2012	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	icationships					
	Director	10% Owner	Officer	Other		

FRITZE STEVEN L ECOLAB INC. 370 WABASHA STREET N.

Executive Vice President & CFO

ST. PAUL, MN 55102

## **Signatures**

/s/David F. Duvick, Attorney-in-Fact for Steven L.
Fritze 12/14/2007

\*\*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 withholding taxes for a stock option issued in accordance with Rule 16b-3 by delivering and withholding shares of Ecolab Common Stock.

**(2)** 

Reporting Owners 3

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Number of UNITS in the Ecolab Stock Fund of the ecolab Savings Plan (401(k) Plan) as of October 31, 2007. (The 11,837.325 UNITS are the equivalent of approximately 22,099 SHARES of the issuer's Common Stock.)

- Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on August 18, 2000. The option was originally reported as covering 16,500 shares at an exercise price of \$38.53125 per share, but has been adjusted to reflect a stock split on June 6, 2003, and the subsequent exercise of 30,560 shares on June 13, 2007. The option became exercisable as to one-third of the total shares subject to the option on each of the first and second anniversaries of the date of grant and as to the remaining shares as of the third anniversary on the date of grant.
- Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on December 6, 2001. The option was originally reported as covering
  16,000 shares at an exercise price of \$37.92 per share, but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable as to one-third of the total shares subject to the option on each of the first and second anniversaries of the date of grant and as to the remaining shares as of the third anniversary on the date of grant.
- Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on May 10, 2002. The option was originally reported as covering 40,000 shares at an exercise price of \$45.305 per share, but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable as to one-third of the total shares subject to the option on each of the first and second anniversaries of the date of grant and as to the remaining shares as of the third anniversary on the date of grant.
- Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 5, 2002. The option was originally reported as covering 60,000 shares at an exercise price of \$48.68 per share, but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable as to one-third of the total shares subject to the option on each of the first and second anniversaries of the date of grant and as to the remaining shares as of the third anniversary on 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.