

Brown Darrell R
Form 3
January 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Brown Darrell R

(Last) (First) (Middle)

ECOLAB PLACE 1

(Street)

ST. PAUL,Â MNÂ 55102

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2018

3. Issuer Name **and** Ticker or Trading Symbol
ECOLAB INC. [ECL]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
EVP & Pres. - Energy Services

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

7,256

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Date Exercisable Expiration
Date

Title Amount or
Number of

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	12/03/2009 ⁽¹⁾	12/03/2018	Common Stock	8,300	\$ 35.63	D	Â
Employee Stock Option (Right to Buy)	12/02/2010 ⁽¹⁾	12/02/2019	Common Stock	3,500	\$ 45.665	D	Â
Employee Stock Option (Right to Buy)	12/02/2016 ⁽²⁾	12/02/2025	Common Stock	30,762	\$ 119.12	D	Â
Employee Stock Option (Right to Buy)	12/07/2017 ⁽²⁾	12/07/2026	Common Stock	15,889	\$ 117.73	D	Â
Employee Stock Option (Right to Buy)	12/06/2018 ⁽²⁾	12/06/2027	Common Stock	17,274	\$ 137.087	D	Â
Restricted Stock Units	05/03/2022	05/03/2022	Common Stock	2,800	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Darrell R ECOLAB PLACE 1 ST. PAUL, MN 55102	Â	Â	Â EVP & Pres. - Energy Services	Â

Signatures

/s/ David F. Duvick, as Attorney-in-Fact for Darrell R.
Brown

01/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan. The option became exercisable, on a cumulative basis, as to one-third of 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 option shares on the third anniversary of the date of grant. The date listed is the first anniversary of the date of grant.

(2) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan. The option becomes exercisable, on a cumulative basis, as to one-third of 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 option shares on the third anniversary of the date of grant. The date listed is the first anniversary of the date of grant.

(3) Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock. The units will vest, subject to continued employment, as to 100% of the grant amount on the fifth 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.

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