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ECOLAB INC  
Form POS AM  
April 05, 2001

As filed with the Securities and Exchange Commission on April 5, 2001

Registration No. 33-59431

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

ECOLAB INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

41-0231510  
(I.R.S. Employer  
Identification No.)

ECOLAB CENTER  
370 NORTH WABASHA STREET  
ST. PAUL, MINNESOTA  
(Address of Principal Executive Offices)

55102  
(Zip Code)

ECOLAB INC. 1995 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN  
(Full Title of the Plan)

KENNETH A. IVERSON, ESQ.  
VICE PRESIDENT AND SECRETARY  
ECOLAB CENTER  
370 NORTH WABASHA STREET  
ST. PAUL, MINNESOTA 55102  
(651) 293-2125  
(Name, address and telephone number,  
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common stock, par value \$1.00 per share	N/A (1)	N/A (1)	N/A (1)

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(1) This amendment is filed to deregister securities originally registered for issuance pursuant to the Ecolab Inc. 1995 Non-Employee Director Stock Option Plan as filed with the Securities and Exchange Commission on May 18, 1995.

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POST-EFFECTIVE AMENDMENT NO. 1

The purpose of this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (SEC File No. 33-59431) is to deregister shares of Ecolab Inc. ("Ecolab") common stock (and the preferred stock purchase rights attached to these shares) registered for issuance pursuant to the Ecolab Inc. 1995 Non-Employee Director Stock Option Plan. The Registration Statement on Form S-8 filed in connection with the Ecolab Inc. 1995 Non-Employee Director Stock Option Plan registered 200,000 shares (400,000 shares after adjusting for Ecolab's January 15, 1998 2-for-1 stock split) of Ecolab common stock (and the attached preferred stock purchase rights). As of April 5, 2001, 118,400 shares of Ecolab's common stock (and the attached preferred stock purchase rights) registered under the Registration Statement on Form S-8 had not been issued under the Ecolab Inc. 1995 Non-Employee Director Stock Option Plan and are not subject to currently outstanding options. These shares are hereby deregistered.

On February 23, 2001, the Board of Directors of Ecolab approved the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan, which replaces the Ecolab Inc. 1995 Non-Employee Director Stock Option Plan with respect to future stock option grants. All outstanding options under the Ecolab Inc. 1995 Non-Employee Director Stock Option Plan will remain exercisable until the expiration of their respective terms or earlier as provided in the plan. In accordance with Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission pertaining to "Form S-8" set forth in the Division of Corporation Finance's Telephone Interpretation Manual of Publicly-Available Telephone Interpretations (July 1997), as supplemented from time to time thereafter, Ecolab is concurrently filing a Registration Statement on Form S-8 to carry forward the 118,400 shares of Ecolab common stock (and attached preferred stock purchase rights) deregistered pursuant to this Post-Effective Amendment for issuance pursuant to the 2001 Non-Employee Director Stock Option and Deferred Compensation Plan.

ITEM 8. EXHIBITS.

The following is a complete list of the exhibits filed or incorporated by reference as part of this Post-Effective Amendment:

Exhibit No.	Description
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24.1	Powers of Attorney (filed herewith electronically).

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, State of Minnesota, on April 5, 2001.

ECOLAB INC.

By: /s/ Allan L. Schuman

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Allan L. Schuman  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on April 5, 2001 by the following persons in the capacities indicated.

Signature

Title

-----  
/s/ Allan L. Schuman

-----  
Chairman of the Board and Chief  
(principal executive officer) and Di

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Allan L. Schuman

-----  
/s/ L. White Matthews, III

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Executive Vice President and Chief  
(principal financial officer) and Di

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L. White Matthews, III

-----  
/s/ Steven L. Fritze

-----  
Vice President and Controller (p  
officer)

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Steven L. Fritze

-----  
/s/ Kenneth A. Iverson

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Directors

-----  
Kenneth A. Iverson, as attorney-in-fact for Les S. Biller,  
Ruth S. Block, Jerry A. Grundhofer, James J. Howard,  
William L. Jews, Joel W. Johnson, Jerry W. Levin, Robert  
L. Lumpkins and Hugo Uyterhoeven

-----  
DIRECTORS NOT SIGNING:

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Stefan Hamelmann  
Ulrich Lehner

ECOLAB INC.  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT ON FORM S-8

INDEX TO EXHIBITS

Exhibit No.

Item

Method of Filing

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24.1

Powers of Attorney..... Filed herewith e