SCHUMAN ALLAN L

Form 4

February 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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 * SCHUMAN ALLAN L			2. Issuer Name and Ticker or Trading Symbol ECOLAB INC [ECL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
101 N. FEDERAL HIGHWAY, SUITE 601			(Month/Day/Year)	X Director 10% Owner		
		WAY,	02/22/2005	Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
BOCA RATON, FL 33432				Form filed by More than One Reportin Person		

(State)

(Zip)

(City)

(City)	(State)	Tabl	le I - Non-L	Derivative (Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	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	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/22/2005		M	13,476	A	\$ 19.92	606,335	D	
Common Stock	02/22/2005		M	86,524	A	\$ 19.27	692,859	D	
Common Stock	02/22/2005		S	13,600	D	\$ 31.75	679,259	D	
Common Stock	02/22/2005		S	7,300	D	\$ 31.76	671,959	D	
Common Stock	02/22/2005		S	6,700	D	\$ 31.77	665,259	D	

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Over

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Common Stock	02/22/2005	S	6,800	D	\$ 31.78	658,459	D	
Common Stock	02/22/2005	S	2,000	D	\$ 31.79	656,459	D	
Common Stock	02/22/2005	S	60,300	D	\$ 31.8	596,159	D	
Common Stock	02/22/2005	S	2,400	D	\$ 31.82	593,759	D	
Common Stock	02/22/2005	S	900	D	\$ 31.83	592,859	D	
Common Stock						14,136.697 (1)	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Employee Stock Option (Right to Buy)	\$ 19.92	02/22/2005		M	13,476	08/13/2000 <u>(2)</u>	08/13/2009	Common Stock	13,4	
Employee Stock Option (Right to Buy)	\$ 19.27	02/22/2005		M	86,524	08/18/2001(3)	08/18/2010	Common Stock	86,5	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHUMAN ALLAN L 101 N. FEDERAL HIGHWAY, SUITE 601 X BOCA RATON, FL 33432

Signatures

/s/ David F. Duvick, Attorney-in-Fact for Allan L. Schuman

02/22/2005

**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).
- Number of UNITS owned by the reporting person in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of January 31, 2005. (The 14,136.697 UNITS are the equivalent of approximately 26,466.922 SHARES of the issuer's Common Stock.)
 - Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on August 13, 1999. The option was originally reported as covering 100,000 shares at an exercise price of \$39.84375/share, but has been adjusted to reflect a stock split on June 6, 2003. The option became
- (2) exercisable, on a cumulative basis, as to 25% of the option shares (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 option shares on the fourth anniversary of the date of grant.
- Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on August 18, 2000. The option was originally reported as covering 330,000 shares at an exercise price of \$38.53125/share, but has been adjusted to reflect a stock split on June 6, 2003. 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.

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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