

ECOLAB INC
Form 3
November 04, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hickey Michael A		(Month/Day/Year)	ECOLAB INC [ECL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/27/2005		
370 WABASHA STREET			(Check all applicable)	
NORTH			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP - Global / Corp. Accounts	
SAINT PAUL, Â MN Â 55102			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	10,085.722	D	Â
Common Stock	2,890.21 ⁽¹⁾	I	By Ecolab Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Units	Â (2)	Â (2)	Common Stock	64.97	\$ (2)	D	Â
Employee Stock Option (Right to Buy)	08/15/1998(3)	08/15/2007	Common Stock	3,520	\$ 10.945	D	Â
Employee Stock Option (Right to Buy)	08/15/1998(3)	08/15/2007	Common Stock	6,000	\$ 10.945	D	Â
Employee Stock Option (Right to Buy)	12/15/1998(3)	12/15/2007	Common Stock	3,960	\$ 13.453	D	Â
Employee Stock Option (Right to Buy)	08/14/1999(3)	08/14/2008	Common Stock	5,000	\$ 14.859	D	Â
Employee Stock Option (Right to Buy)	08/13/2000(3)	08/13/2009	Common Stock	5,800	\$ 19.922	D	Â
Employee Stock Option (Right to Buy)	08/18/2001(4)	08/18/2010	Common Stock	14,000	\$ 19.266	D	Â
Employee Stock Option (Right to Buy)	08/16/2002(4)	08/16/2011	Common Stock	14,000	\$ 20.06	D	Â
Employee Stock Option (Right to Buy)	12/06/2002(4)	12/06/2011	Common Stock	20,000	\$ 18.96	D	Â
Employee Stock Option (Right to Buy)	12/05/2003(5)	12/05/2012	Common Stock	20,000	\$ 24.34	D	Â
Employee Stock Option (Right to Buy)	12/11/2004(5)	12/11/2013	Common Stock	21,000	\$ 27.39	D	Â
Employee Stock Option (Right to Buy)	12/09/2005(5)	12/09/2014	Common Stock	18,900	\$ 34.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hickey Michael A 370 WABASHA STREET NORTH SAINT PAUL, MN 55102	Â	Â	Â SVP - Global / Corp. Accounts	Â

Signatures

/s/ David F. Duvick, as Attorney-in-fact for Michael A. Hickey

11/04/2005

**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) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of October 28, 2005. (The 2,890.21 UNITS are the equivalent of approximately 5,412 shares of the issuer's Common Stock.)

(2) The phantom stock units represent employer-matching contributions and dividends thereon accrued under the Ecolab Mirror Savings Plan and are to be settled in cash, on a 1-for-1 basis, upon termination of the reporting person's employment.

(3) Options granted under the Ecolab Inc. 1997 Stock Incentive Plan. Each 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. The date listed in the "Date Exercisable" column is the one year anniversary of the date of grant (i.e., the date when the first 25% of the shares became exercisable).

(4) Options granted under the Ecolab Inc. 1997 Stock Incentive Plan. Each 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 shares on the third anniversary of the date of grant. The date listed in the "Date Exercisable" column is the one year anniversary of the date of grant (i.e., the date when the first one-third of the shares became exercisable).

(5) Options granted under the Ecolab Inc. 2002 Stock Incentive Plan. Each 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 shares on the third anniversary of the date of grant; provided, however, that if a Change in Control (as that term is defined in the 2002 Plan) of the Company occurs, then the option, if it has been outstanding for at least six months from the date of grant, will become immediately exercisable in full. The date listed in the "Date Exercisable" column is the one year anniversary of the date of grant (i.e., the date when the first one-third of the shares became exercisable).

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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