**ECOLAB INC** Form 4

December 04, 2007

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

1(b).

(Last)

Form 5 obligations

may continue. See Instruction

STATEMENT OF CHANGES IN 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 \*

(First)

(Street)

Hickey Michael A

(Middle)

2. Issuer Name and Ticker or Trading Symbol

ECOLAB INC [ECL]

3. Date of Earliest Transaction

(Month/Day/Year) 11/30/2007

370 WABASHA STREET NORTH

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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burden hours per

below) SVP - Global Bus. Development

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAINT PAUL, MN 55102

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			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	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/30/2007		M	5,000	A	\$ 14.859	15,120.293	D	
Common Stock	11/30/2007		S	5,000	D	\$ 47.5	10,120.293	D	
Common Stock	11/30/2007		M	3,000	A	\$ 19.922	13,120.293	D	
Common Stock	11/30/2007		S	3,000	D	\$ 47.5	10,120.293	D	
Common Stock	12/03/2007		M	2,800	A	\$ 19.922	12,920.293	D	

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Common Stock	12/03/2007	M	14,000	A	\$ 19.266	26,920.293	D	
Common Stock	12/03/2007	S	15,824	D	\$ 48	11,131.302 (1)	D	
Common Stock						3,235.444 (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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	Code	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 14.859	11/30/2007		M		5,000	08/14/1999(3)	08/14/2008	Common Stock	5,00
Employee Stock Option (Right to Buy)	\$ 19.922	11/30/2007		M		3,000	08/13/2000(3)	08/13/2009	Common Stock	3,00
Employee Stock Option (Right to Buy)	\$ 19.922	12/03/2007		M		2,800	08/13/2000(3)	08/13/2009	Common Stock	2,80
Employee Stock Option (Right to Buy)	\$ 19.266	12/03/2007		M		14,000	08/18/2001(4)	08/18/2010	Common Stock	14,0

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hickey Michael A SVP - Global

370 WABASHA STREET NORTH Bus.

SAINT PAUL, MN 55102 Development

## **Signatures**

/s/ David F. Duvick, as Attorney-in-fact for Michael A. Hickey 12/04/2007

\*\*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).
- Includes 8.766 shares acquired on 01/19/07, 8.896 shares acquired on April 19, 2007, 8.919 shares acquired on July 19, 2007 and 8.428 (1) shares acquired by reporting person on October 18, 2007 by dividend reinvestment under the Dividend Reinvestment Plan for shareholders of Ecolab sponsored by Computershare Trust Company, Inc.
- Number of UNITS owned by the reporting person in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of October 31, (2) 2007. Includes 171.533 UNITS acquired since the reporting person's last report. (The 3,235.444 UNITS are equivalent to approximately 6,040 SHARES of the issuer's Common Stock.)
- Options granted under the Ecolab Inc. 1997 Stock Incentive Plan. Each option became exercisable, on a cumulative basis, as to 25% of (3) the total 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. The option became exercisable, on a cumulative basis, as to one-third of (4) the total 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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