Edgar Filing: ECOLAB INC - Form 4

ECOLAB INC Form 4 Interpretent of the public Utility Holding Company Act of 1935 or Section 16(a) of the Investment Company Act of 1935 or Section 16(b). OMB 3235-0287 FORE 4 Interpretent of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b). OMB 3235-0287											
(Print or Type	Responses)										
BAKER DOUGLAS M JR Symb				2. Issuer Name and Ticker or Trading ymbol COLAB INC [ECL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction(Month/Day/Year)12/14/2007					X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, President & CEO			
				-				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8) Code V	4. Securit pror Dispos (Instr. 3, 4 Amount	ed of ((D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/14/2007			М	85,295	А	\$ 24.34	185,591.081	D		
Common Stock	12/14/2007			F <u>(1)</u>	59,544	D	\$ 51.445	126,047.081	D		
Common Stock								4,785.01 (2)	I	By Ecolab Savings Plan	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: ECOLAB INC - Form 4

required to respond unless the form displays a currently valid OMB control number.

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. 5. Number of TransactiorDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Se (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock	\$ 24.34 <u>(3)</u>	12/05/2002		М		85,295 <u>(3)</u>	12/05/2003 <u>(3)</u>	12/05/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 51.445	12/14/2007		A	59,544		12/14/2007	12/05/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BAKER DOUGLAS M JR ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	Х		Chairman, President & CEO				
Signatures							

/s/ David F. Duvick, Attorney-in-Fact for Douglas M. 12/17/2007 Baker, Jr.

**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).
- (1) Reflects the reporting person's payment of the exercise price and withholding taxes for a stock option issued in accordance with Rule 16b-3 by delivering and withholding shares of Ecolab Common Stock.
- (2) The reporting person indirectly holds 4,785.010 UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of October 31, 2007. (The 4,785.010 UNITS are equivalent to approximately 8,933 SHARES of Common Stock.)
- (3) Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 5, 2002. The option was originally reported as covering 110,000 shares at an exercise price of \$48.68 but has been adjusted to reflect a stock split on June 6, 2003, and the subsequent exercise of 49,410 shares on June 13, 2007. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option on

Edgar Filing: ECOLAB INC - Form 4

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.

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.