

ECOLAB INC
Form 4
December 04, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Hickey Michael A

(Last) (First) (Middle)

370 WABASHA STREET NORTH

(Street)

SAINT PAUL, MN 55102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ECOLAB INC [ECL]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP - Global Bus. Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
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 <u>(1)</u>	D	
Common Stock						3,235.444 <u>(2)</u>	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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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.859	11/30/2007		M	5,000	08/14/1999 ⁽³⁾	08/14/2008	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 19.922	11/30/2007		M	3,000	08/13/2000 ⁽³⁾	08/13/2009	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 19.922	12/03/2007		M	2,800	08/13/2000 ⁽³⁾	08/13/2009	Common Stock	2,800
Employee Stock Option (Right to Buy)	\$ 19.266	12/03/2007		M	14,000	08/18/2001 ⁽⁴⁾	08/18/2010	Common Stock	14,000

Reporting Owners

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

Signatures

/s/ David F. Duvick, as Attorney-in-fact for Michael A. Hickey	12/04/2007
<u> </u> **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) 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 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.
 - (2) 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, 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.)
 - (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 (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.
 - (4) Option granted under the Ecolab Inc. 1997 Stock Incentive Plan. The option became exercisable, on a cumulative basis, as to one-third of 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.