

Fyrwald J Erik
 Form 4
 December 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Fyrwald J Erik

(Last) (First) (Middle)
 ECOLAB INC., 370 WABASHA STREET N.
 (Street)

ST. 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)
 12/01/2011

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)
 President

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	12/01/2011		A	133,961	A 133,961	D	

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)

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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 Number of Shares
Employee Stock Option (Right to Buy)	\$ 55.595	12/01/2011		A		134,500		12/01/2012 ⁽²⁾	12/01/2021	Common Stock	134,500
Restricted Stock Units	⁽³⁾	12/01/2011		A		52,353		⁽⁴⁾	⁽⁴⁾	Common Stock	52,353
Restricted Stock Units	⁽³⁾	12/01/2011		A		55,189		⁽⁶⁾	⁽⁶⁾	Common Stock	55,189
Restricted Stock Units	⁽³⁾	12/01/2011		A		111,943		⁽⁸⁾	⁽⁸⁾	Common Stock	111,943
Employee Stock Option (Right to Buy) ⁽¹⁰⁾	\$ 40.53	12/01/2011		A		56,292		12/01/2011	02/11/2021	Common Stock	56,292
Employee Stock Option (Right to Buy) ⁽¹¹⁾	\$ 32.35	12/01/2011		A		49,430		12/01/2011	02/09/2020	Common Stock	49,430
Employee Stock Option (Right to Buy) ⁽¹²⁾	\$ 17.55	12/01/2011		A		113,072		12/01/2011	02/12/2019	Common Stock	113,072
Employee Stock Option (Right to Buy) ⁽¹³⁾	\$ 30.67	12/01/2011		A		27,180		⁽¹⁴⁾	03/07/2018	Common Stock	27,180
Employee Stock Option	\$ 30.67	12/01/2011		A		227,656		12/01/2011	03/07/2018	Common Stock	227,656

(Right to Buy) ⁽¹⁵⁾

Restricted Stock Units	(3)	12/01/2011	A	67,959	(16)	(16)	Common Stock	67
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fyrwald J Erik ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102			President	

Signatures

David F. Duvick, as Attorney-in-Fact for J. Erik Frywald	12/05/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- Represents the maximum number of shares issuable to Mr. Fyrwald as merger consideration pursuant to the Agreement and Plan of Merger dated as of July 19, 2011 among Ecolab Inc., Sustainability Partners Corporation and Nalco Holding Company based on the assumptions that Mr. Fyrwald elected to receive Ecolab shares with respect to all of the outstanding Nalco shares beneficially owned by him immediately prior to the effective time of the merger and he received Ecolab shares with respect to his Nalco shares. The adjustment and reallocation calculations provided for in the merger agreement have not been completed as of the date of this report. Thus, it is not possible to determine the exact number of Ecolab shares to be received by Mr. Fyrwald pursuant to the merger agreement. Once the exact number of shares is determined, Mr. Fyrwald will file an amendment to this report including the number of Ecolab shares received by him as merger consideration.
- (1) The option will be 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.
 - (2) Each restricted stock unit represents the contingent right to receive one share of Ecolab common stock, subject to the terms and conditions set forth in the restricted stock unit agreement.
 - (3) The shares will vest on February 28, 2014, subject to continued employment at the vesting date.
 - (4) Acquired pursuant to the Merger Agreement upon the conversion of restricted stock units covering 77,037 shares of Nalco common stock.
 - (5) The shares will vest on February 28, 2013, subject to continued employment at the vesting date.
 - (6) Acquired pursuant to the Merger Agreement upon the conversion of restricted stock units covering 81,210 shares of Nalco common stock.
 - (7) The shares will vest on February 28, 2012, subject to continued employment at the vesting date.
 - (8) Acquired pursuant to the Merger Agreement upon the conversion of restricted stock units covering 164,723 shares of Nalco common stock.
 - (9) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 82,836 shares of Nalco common stock at an exercise price of \$27.54 per share.
 - (10)

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- (11) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 72,738 shares of Nalco common stock at an exercise price of \$21.98 per share.
- (12) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 166,387 shares of Nalco common stock at an exercise price of \$11.92 per share.
- (13) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 40,000 shares of Nalco common stock at an exercise price of \$20.84 per share.
- (14) The option vests in four equal annual installments beginning on December 31, 2008.
- (15) Acquired pursuant to the Merger Agreement upon the conversion of stock options to purchase 335,000 shares of Nalco common stock at an exercise price of \$20.84 per share.
- (16) The shares will vest on March 6, 2012, subject to continued employment at vesting date.
- (17) Acquired pursuant to the Merger Agreement upon the conversion of restricted stock units covering 100,000 shares of Nalco common stock.

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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