

ECOLAB INC  
Form 4  
July 31, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BELL LAWRENCE T**

(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)  
**07/30/2009**

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)  
General Counsel and Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	07/30/2009		M		20,000	A	\$ 18.96
Common Stock	07/30/2009		F <sup>(1)</sup>		13,781	D	\$ 41.45
Common Stock	07/30/2009		M		40,000	A	\$ 22.3675
Common Stock	07/30/2009		F <sup>(1)</sup>		29,448	D	\$ 41.45
Common Stock	07/30/2009		M		77,000	A	\$ 41.45

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Common Stock	07/30/2009	F <sup>(1)</sup>	58,787	D	\$ 41.45	139,042	D	
Common Stock	07/30/2009	S	19,100	D	\$ 41.5	119,942	D	
Common Stock	07/31/2009	S	15,884	D	\$ 41.5	104,058	D	
Common Stock						3,856	I	By daughter
Common Stock						3,748	I	By daughter
Common Stock						8,709.481 <sup>(2)</sup>	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)

**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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Common Stock	\$ 18.96 <sup>(3)</sup>	07/30/2009		M	20,000 <sup>(3)</sup>	12/06/2002 <sup>(3)</sup> 12/06/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 41.45	07/30/2009		A	13,781	07/30/2009 12/06/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.3675 <sup>(4)</sup>	07/30/2009		M	40,000 <sup>(4)</sup>	02/22/2003 <sup>(4)</sup> 02/22/2012	Common Stock
	\$ 41.45	07/30/2009		A	29,448	07/30/2009 02/22/2012	

Employee Stock Option (Right to Buy)								Common Stock
Common Stock	\$ 24.34 (5)	07/30/2009	M		77,000 (5)	12/05/2003(5)	12/05/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 41.45	07/30/2009	A	58,787		07/30/2009	12/05/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELL LAWRENCE T ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102			General Counsel and Secretary	

## Signatures

/s/ David F. Duvick, Attorney-in-Fact for Lawrence T. Bell 07/31/2009

\_\_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 or withholding shares of Ecolab Common Stock.  
The reporting person indirectly holds 8,709.481 UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of June 30, 2009. Includes 65.898 UNITS acquired since the reporting person's last report. (The 8,709.481 UNITS are equivalent to approximately 16,293 SHARES of Common Stock.)
- (3) Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on December 6, 2001. The option was originally reported as covering 40,000 shares at an exercise price of \$37.92 but has been adjusted to reflect a stock split on June 6, 2003 and the subsequent exercise of 60,000 shares. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option 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.
- (4) Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on February 22, 2002. The option was originally reported as covering 20,000 shares at an exercise price of \$44.4735 but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option 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.
- (5) Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 5, 2002. The option was originally reported as covering 38,500 shares at an exercise price of \$48.68 but has been adjusted to reflect a stock split on June 6, 2003. The option became exercisable, cumulatively, as to one-third of the total shares subject to the option 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.

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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