ECOLAB INC Form 4 October 31, 2011

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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

may continue. See Instruction 1(b).

obligations

Form 5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * FRITZE STEVEN L

Symbol

(Middle)

2. Issuer Name and Ticker or Trading

ECOLAB INC [ECL]

3. Date of Earliest Transaction (Month/Day/Year) 10/28/2011

ECOLAB INC., 370 WABASHA STREET N.

(Street)

(First)

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ST. PAUL, MN 55102

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative :	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			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	10/28/2011		M	20,411	A	\$ 51.52	92,911	D	
Common Stock	10/28/2011		F	19,500 (1)	D	\$ 55.175	73,411	D	
Common Stock	10/28/2011		M	13,578	A	\$ 51.2	86,989	D	
Common Stock	10/28/2011		F	12,972 (1)	D	\$ 55.175	74,017	D	
Common Stock							12,545.272 (2)	I	By Ecolab Savings Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 51.52	10/28/2011		M	20,411	12/13/2007	12/06/2011	Common Stock	20,411
Employee Stock Option (Right to Buy)	\$ 51.52	10/28/2011		M	13,578	12/13/2007	05/10/2012	Common Stock	13,578

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

FRITZE STEVEN L ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102

Chief Financial Officer

Signatures

/s/David F. Duvick, Attorney-in-Fact for Steven L.
Fritze 10/31/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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 withholding shares of Ecolab Common Stock.
- Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of September 30, 2011. Includes 124.689
- (2) UNITS acquired since the reporting person's last report. (The 12,545.272 UNITS are the equivalent of approximately 23,392 SHARES of the issuer's 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. 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.