

ECOLAB INC
Form 3
May 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Aronson Martha Goldberg		(Month/Day/Year)	ECOLAB INC [ECL]	
(Last)	(First)	(Middle)	05/08/2014	
370 WABASHA STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
NORTH				
(Street)			(Check all applicable)	
SAINT PAUL,Â MNÂ 55102			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			EVP & Pres.-Global Healthcare	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,646	D	Â
Common Stock	4,000	I	By Martha G. Aronson Revocable Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Restricted Stock Units	Â (1)	Â (1)	Common Stock	4,960	\$ (1)	D	Â
Employee Stock Option (Right to Buy)	08/01/2013(2)	08/01/2022	Common Stock	31,000	\$ 65.595	D	Â
Employee Stock Option (Right to Buy)	12/05/2013(3)	12/05/2022	Common Stock	19,600	\$ 71.54	D	Â
Employee Stock Option (Right to Buy)	12/04/2014(4)	12/04/2023	Common Stock	13,990	\$ 103.265	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aronson Martha Goldberg 370 WABASHA STREET NORTH SAINT PAUL, MN 55102	Â	Â	Â EVP & Pres.-Global Healthcare	Â

Signatures

David F. Duvick, as Attorney-in-Fact for Martha Goldberg Aronson 05/16/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Award granted under the Ecolab Inc. 2010 Stock Incentive Plan on August 1, 2012. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock. The units will vest, subject to continued employment, as to 2,480 units on the second anniversary of the date of grant and as to the remaining 2,480 units on the third anniversary of the date of grant.

(2) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on August 1, 2012. The option will become 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.

(3) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 5, 2012. The option will become 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.

(4) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 4, 2013. The option will become 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.

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.