

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or 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<br><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.

**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.**

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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 <sup>(3)</sup>                                | 08/14/2008  | Common Stock | 5,000                      |
| Employee Stock Option (Right to Buy)       | \$ 19.922  | 11/30/2007                           |  | M                              | 3,000   | 08/13/2000 <sup>(3)</sup>                                | 08/13/2009  | Common Stock | 3,000                      |
| Employee Stock Option (Right to Buy)       | \$ 19.922  | 12/03/2007                           |  | M                              | 2,800   | 08/13/2000 <sup>(3)</sup>                                | 08/13/2009  | Common Stock | 2,800                      |
| Employee Stock Option (Right to Buy)       | \$ 19.266  | 12/03/2007                           |  | M                              | 14,000  | 08/18/2001 <sup>(4)</sup>                                | 08/18/2010  | Common Stock | 14,000                     |

# Reporting Owners

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

## Signatures

/s/ David F. Duvick, as Attorney-in-fact for Michael A. Hickey  
 12/04/2007  
 \*\*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.