

Taylor Stephen M
Form 3/A
May 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Taylor Stephen M

(Last) (First) (Middle)

1601 WEST DIEHL ROAD

(Street)

NAPERVILLE,Â ILÂ 60563

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/01/2012

3. Issuer Name **and** Ticker or Trading Symbol
ECOLAB INC [ECL]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

__X__ Officer ___ Other

(give title below) (specify below)

EVP and Pres. - Global Energy

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

05/10/2012

6. Individual or Joint/Group

Filing(Check Applicable Line)

__X__ Form filed by One Reporting
Person

___ 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

6,272

D Â

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

SEC 1473 (7-02)

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

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
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Date Exercisable Expiration
Date Date

Title Amount or
Number of

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	12,155	\$ <u>(1)</u>	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	9,490	\$ <u>(2)</u>	D	Â
Employee Stock Option (Right to Buy)	12/01/2011 ⁽³⁾	06/28/2016	Common Stock	5,594	\$ 26.2	D	Â
Employee Stock Option (Right to Buy)	12/01/2011 ⁽³⁾	02/15/2007	Common Stock	5,261	\$ 35.34	D	Â
Employee Stock Option (Right to Buy)	12/01/2011 ⁽³⁾	02/14/2018	Common Stock	13,297	\$ 30.1	D	Â
Employee Stock Option (Right to Buy)	12/01/2011 ⁽³⁾	02/12/2019	Common Stock	13,682	\$ 17.55	D	Â
Employee Stock Option (Right to Buy)	12/01/2011 ⁽³⁾	02/09/2020	Common Stock	7,776	\$ 32.35	D	Â
Employee Stock Option (Right to Buy)	12/01/2011 ⁽³⁾	02/08/2021	Common Stock	9,535	\$ 40.53	D	Â
Employee Stock Option (Right to Buy)	12/01/2012 ⁽⁴⁾	12/01/2021	Common Stock	28,800	\$ 55.595	D	Â
Employee Stock Option (Right to Buy)	12/01/2014	12/01/2021	Common Stock	38,400	\$ 55.595	D	Â
Restricted Stock Units	12/01/2014 ⁽⁵⁾	Â <u>(5)</u>	Common Stock	9,220	\$ <u>(5)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Stephen M 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563	Â	Â	Â EVP and Pres. - Global Energy	Â

Signatures

David F. Duvick, as Attorney-in-Fact for Stephen M. Taylor
05/10/2012

____ 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) The units will vest on February 28, 2013, subject to continued employment at the vesting date. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock.

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- (2) The units will vest on February 28, 2014, subject to continued employment at the vesting date. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock.

These options originally represented the option to purchase shares of common stock of Nalco Holding Company ("Nalco") and had a variety of vesting schedules. All options that were unvested as of November 30, 2011 were accelerated pursuant to Mr. Taylor's Change

- (3) of Control Agreement with Nalco upon closing of the merger on December 1, 2011 by and among Ecolab Inc., Sustainability Partners Corporation and Nalco. The options were converted into options to purchase shares of Ecolab Inc. common stock pursuant to the Agreement and Plan of Merger dated as of July 19, 2011 among Ecolab Inc., Sustainability Partners Corporation and Nalco.

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.

- (5) The units will vest on December 1, 2014, subject to continued employment at the vesting date. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock.

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Remarks:

RefilingÂ withÂ PowerÂ ofÂ AttorneyÂ attached.

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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