

ECOLAB INC
Form 8-K
February 27, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **February 27, 2006**

ECOLAB INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-9328
(Commission File Number)

41-0231510
(IRS Employer Identification
No.)

370 Wabasha Street North, Saint Paul, Minnesota
(Address of principal executive offices)

55102
(Zip Code)

Registrant's telephone number, including area code: **651-293-2233**

(Not applicable)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Officers.

(b) Resignation of a Director

Mr. James J. Howard, a director of Ecolab Inc. (the Company) since 1991, retired from the Board on February 27, 2006 under the Company's age 70 retirement policy for directors. As a result of Mr. Howard's retirement, the Board determined that the Board size would be decreased from 13 to 12 directors.

Joel W. Johnson, a director since 1996, has been appointed by the Board to replace Mr. Howard as Chair of the Audit Committee.

A copy of the press release issued by the Company announcing the retirement of Mr. Howard is filed as Exhibit (99) to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

(99) Ecolab Inc. New Release dated February 27, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ECOLAB INC.

Date: February 27, 2006

By:
 /s/Timothy P. Dordell
 By: Timothy P. Dordell
 Its: Assistant Secretary

EXHIBIT INDEX

Exhibit No.	Description	Method Of Filing
(99)	Ecolab Inc. News Release dated February 27, 2006	Filed herewith electronically.