

ECOLAB INC
Form 4
December 07, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SPOONER JOHN P

(Last) (First) (Middle)

ECOLAB INC., 370 WABASHA STREET N.

(Street)

ST. 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)
12/03/2004

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)

President of International

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect (I) or Direct (D) (Instr. 4)
Common Stock	12/03/2004		M	30,000	A	\$ 14.86	69,441	D
Common Stock	12/03/2004		S	16,800	D	\$ 35	52,641	D
Common Stock	12/03/2004		S	1,000	D	\$ 35.01	51,641	D
Common Stock	12/03/2004		S	3,000	D	\$ 35.02	48,641	D
Common Stock	12/03/2004		S	1,900	D	\$ 35.03	46,741	D

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Common Stock	12/03/2004	S	200	D	\$ 35.06	46,541	D
Common Stock	12/03/2004	S	700	D	\$ 35.08	45,841	D
Common Stock	12/03/2004	S	100	D	\$ 35.09	45,741	D
Common Stock	12/03/2004	S	200	D	\$ 35.11	45,541	D
Common Stock	12/03/2004	S	700	D	\$ 35.15	44,841	D
Common Stock	12/03/2004	S	100	D	\$ 35.17	44,741	D
Common Stock	12/03/2004	S	200	D	\$ 35.18	44,541	D
Common Stock	12/03/2004	S	5,000	D	\$ 35.19	39,541	D
Common Stock	12/03/2004	S	100	D	\$ 35.2	39,441	D
Common Stock						2,648.344 ⁽¹⁾	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.

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. 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)
Employee Stock Option (Right to	\$ 14.86	12/03/2004		M	30,000	08/14/1999 ⁽²⁾ 08/14/2008	Common Stock 30,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPOONER JOHN P ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102			President of International	

Signatures

/s/D.F. Duvick, Attorney-in-Fact for J.P. Spooner	12/07/2004
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__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).

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, (1) 2004. Includes 185,416 UNITS acquired since the reporting person's last report. The 2,648,344 UNITS are the equivalent of approximately 4,957 shares of the issuer's common stock.

Option granted under the Ecolab Inc. 1997 Stock Incentive Plan on August 14, 1998. The option was originally reported as covering 15,000 shares at an exercise price of \$29.72 per share, but has been adjusted to reflect a stock split on June 6, 2003. The option became (2) exercisable, on a cumulative basis, as to 25% of the total shares subject to the Option (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 shares on the fourth 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.