

Mason Phillip J
Form 4
May 13, 2011

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 *
Mason Phillip J

(Last) (First) (Middle)
ECOLAB INC., 370 WABASHA STREET NORTH
(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)
05/11/2011

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, EMEA Sector

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. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/11/2011		M	50,000	A	\$ 29.29	54,008	D
Common Stock	05/11/2011		F(1)	36,284	D	\$ 52.205	17,724	D
Common Stock	05/11/2011		M	10,800	A	\$ 34.5	28,524	D
Common Stock	05/11/2011		F(1)	8,700	D	\$ 52.205	19,824	D
Common Stock	05/11/2011		M	45,400	A	\$ 34.075	65,224	D

Edgar Filing: Mason Phillip J - Form 4

Common Stock 05/11/2011 F⁽¹⁾ 36,365 D \$ 52.205 28,859 D

Common Stock 588.661 ⁽²⁾ 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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.29	05/11/2011		M	50,000	05/07/2005 ⁽³⁾ 05/07/2014	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 34.5	05/11/2011		M	10,800	12/09/2005 ⁽³⁾ 12/09/2014	Common Stock	10,800
Employee Stock Option (Right to Buy)	\$ 34.075	05/11/2011		M	45,400	12/07/2006 ⁽³⁾ 12/07/2015	Common Stock	45,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
President, EMEA Sector

Mason Phillip J
ECOLAB INC.
370 WABASHA STREET NORTH
ST. PAUL, MN 55102

Signatures

/s/ David F. Duvick, Attorney-in-Fact for Phillip J.
Mason

05/13/2011

__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) Reflects the reporting person's payment of the exercise price and withholding taxes for a stock option issued in accordance with Rule 16b-3 by withholding shares of Ecolab Common Stock.
- Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of March 31, 2011. Includes 2.056 UNITS
- (2) acquired since the reporting person's last report. (The 588.661 UNITS are the equivalent of approximately 1,097 SHARES of the issuer's Common Stock.)
- The option became exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one
- (3) 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.