

Nalco Holding CO  
Form 425  
October 28, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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

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Date of Report (Date of earliest event reported): **October 28, 2011**

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**ECOLAB INC.**

(Exact name of registrant as specified in 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  
and Zip Code)

**55102**  
(Zip Code)

Registrant's telephone number, including area code: **1-800-232-6522**

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**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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Information.

On October 28, 2011, Ecolab issued a news release announcing the date for the special meeting of stockholders in connection with the proposed merger with Nalco Holding Company. A copy of Ecolab's news release is filed as Exhibit (99) hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
(99)	Ecolab Inc. News Release dated October 28, 2011.

**SIGNATURES**

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.

Dated: October 28, 2011

**ECOLAB INC.**

By:

/s/ MICHAEL C. MCCORMICK  
Michael C. McCormick  
*Assistant Secretary*

**EXHIBIT INDEX**

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