ECOLAB INC Form 5

February 10, 2014

FORM 5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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January 31,

OMB

Number:

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Add HANDLEY T	*	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	, , , , , , , , , , , , , , , , , , , ,	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)				
ECOLAB INC	C., 370 W <i>A</i>	'ABASHA	(Month/Day/Year) 12/31/2013	Director 10% OwnerX_ Officer (give title Other (specify below) President and COO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			
				(check applicable line)			

ST. PAUL, MNÂ 55102

_X_Form Filed by One Reporting Person __Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	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		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	(D)	Price	(Instr. 3 and 4)			
Commn Stock	12/09/2013	Â	G	96	D	\$ 0	41,063.155 (1)	D	Â	
Common Stock	12/09/2013	Â	G	96	D	\$0	40,967.155	D	Â	
Common Stock	12/09/2013	Â	G	48	D	\$0	5,840 (2)	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	35,079.155 (2)	I	By GRAT No. 1	

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

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SEC 2270 (9-02)

9. of D

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)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HANDLEY THOMAS W ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MNÂ 55102

Â President and COO Â

Signatures

/s/ David F. Duvick, as Attorney-in-Fact for Thomas W.
Handley

02/10/2014

Date

**Signature of Reporting Person

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).
- Includes 78.172 shares acquired on October 15, 2012, 131.399 shares acquired on December 28, 2012, 155.057 shares acquired on April 15, 2013, 143.042 shares acquired on July 15, 2013, and 128.485 shares acquired October 15, 2013, in each case by means of dividend reinvestment.
- (2) On December 11, 2013, the reporting person contributed 35,079.155 shares of Ecolab Inc. common stock to a grantor retained annuity trust for the benefit of himself and his two adult children.

(3)

Reporting Owners 2

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Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of December 31, 2013. Includes 0.024 UNITS acquired since the reporting person's last report. (The 536.268 UNITS are the equivalent of approximately 990 shares of the issuer's Common Stock.)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.