

ECOLAB INC
Form 3
May 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hughes Bryan L | | (Month/Day/Year) | ECOLAB INC [ECL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 370 WABASHA STREET | | | | |
| NORTH | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| SAINT PAUL,Â MNÂ 55102 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Sr. VP & Corporate Controler | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,733 | D | Â |
| Common Stock | 519.101 ⁽¹⁰⁾ | I | By Ecolab Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | 12/07/2006 ⁽¹⁾ | 12/07/2015 | Common Stock | 8,000 | \$ 34.075 | D | Â |
| Employee Stock Option (Right to Buy) | 12/06/2007 ⁽²⁾ | 12/06/2016 | Common Stock | 6,200 | \$ 45.24 | D | Â |
| Employee Stock Option (Right to Buy) | 12/05/2008 ⁽³⁾ | 12/05/2017 | Common Stock | 6,500 | \$ 49.42 | D | Â |
| Employee Stock Option (Right to Buy) | 12/03/2009 ⁽⁴⁾ | 12/03/2018 | Common Stock | 10,600 | \$ 35.63 | D | Â |
| Employee Stock Option (Right to Buy) | 12/02/2010 ⁽⁵⁾ | 12/02/2019 | Common Stock | 4,700 | \$ 45.665 | D | Â |
| Employee Stock Option (Right to Buy) | 12/01/2011 ⁽⁶⁾ | 12/01/2020 | Common Stock | 4,600 | \$ 48.055 | D | Â |
| Employee Stock Option (Right to Buy) | 12/01/2012 ⁽⁷⁾ | 12/01/2021 | Common Stock | 4,600 | \$ 55.595 | D | Â |
| Employee Stock Option (Right to Buy) | 12/05/2013 ⁽⁸⁾ | 12/05/2022 | Common Stock | 4,100 | \$ 71.54 | D | Â |
| Employee Stock Option (Right to Buy) | 12/04/2014 ⁽⁹⁾ | 12/04/2023 | Common Stock | 3,230 | \$ 103.265 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hughes Bryan L 370 WABASHA STREET NORTH SAINT PAUL, MN 55102 | Â | Â | Â Sr. VP & Corporate Controler | Â |

Signatures

David F. Duvick, as Attorney-in-Fact for Bryan L. Hughes
05/16/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 7, 2005. The option became exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (2) Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on December 6, 2006. The option became exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second

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anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.

- (3) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan on December 5, 2007. The option became exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (4) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan on December 3, 2008. The option became exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (5) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan on December 2, 2009. The option became exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (6) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 1, 2010. The option became exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (7) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 1, 2011. The option will become exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (8) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 5, 2012. The option will become exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (9) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan on December 4, 2013. The option will become exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining option shares on the third anniversary of the date of grant.
- (10) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan as of May 14, 2014. (The 519.101 UNITS are the equivalent of approximately 962 shares of the issuer's Common Stock.)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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