

ECOLAB INC.
Form 3
March 07, 2017

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 McCormick Michael C. | | (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) |
| | | 03/01/2017 | | |
| 1 ECOLAB PLACE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Ex.VP, GC & Asst. Secretary | |
| MINNEAPOLIS,Â MNÂ 55102 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <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 | 47,489.162 | D | Â |

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

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.

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|---------------------------|------------|-----------------|--------|-----------|-------------------|---|
| Employee Stock Option (Right to Buy) | 12/01/2011 ⁽¹⁾ | 12/01/2020 | Common Stock | 8,700 | \$ 48.06 | D | Â |
| Employee Stock Option (Right to Buy) | 12/01/2012 ⁽¹⁾ | 12/01/2021 | Common Stock | 13,400 | \$ 55.6 | D | Â |
| Employee Stock Option (Right to Buy) | 12/05/2013 ⁽¹⁾ | 12/05/2022 | Common Stock | 9,800 | \$ 71.54 | D | Â |
| Employee Stock Option (Right to Buy) | 12/04/2014 ⁽¹⁾ | 12/04/2023 | Common Stock | 7,530 | \$ 103.27 | D | Â |
| Employee Stock Option (Right to Buy) | 12/03/2015 ⁽¹⁾ | 12/03/2024 | Common Stock | 7,647 | \$ 107.69 | D | Â |
| Employee Stock Option(Right to Buy) | 12/02/2016 ⁽¹⁾ | 12/02/2025 | Common Stock | 7,210 | \$ 119.12 | D | Â |
| Employee Stock Option (Right to Buy) | 12/07/2017 ⁽¹⁾ | 12/07/2026 | Common Stock | 9,930 | \$ 117.73 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCormick Michael C. 1 ECOLAB PLACE MINNEAPOLIS, MN 55102 | Â | Â | Â Ex.VP, GC & Asst. Secretary | Â |

Signatures

/s/ David F. Duvick, as Attorney-In-Fact for Michael C.
McCormick

03/07/2017

**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) The date listed in the "Date Exercisable" column for each option represents the first anniversary of the date of grant of the option. Each option became exercisable or 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 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.

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