

Fyrwald J Erik  
 Form 5  
 February 03, 2012

# FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Fyrwald J Erik

(Last) (First) (Middle)

ECOLAB INC., 370 WABASHA STREET N.

(Street)

ST. PAUL, MN 55102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ECOLAB INC [ECL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

6. Individual or Joint/Group Reporting

(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)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	3	^	^	^	^	I	J. Erik Fyrwald Trust
Common Stock	^	^	^	^	^	^	46,109 <sup>(2)</sup>	I	Erik Fyrwald GRAT
Common Stock	^	^	^	^	^	^	3,293 <sup>(2)</sup>	I	JAK Limited Partnership

Common Stock     43,783 <sup>(2)</sup>     D

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

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(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units		12/01/2011		A4	54,852 <sup>(4)</sup>	-	-	-	Common Stock	54,852
Restricted Stock Units		12/01/2011		A4	77,265 <sup>(6)</sup>	-	-	-	Common Stock	77,265
Restricted Stock Units		12/01/2011		A4	56,018 <sup>(8)</sup>	-	-	-	Common Stock	56,018
Employee Stock Option (Right to Buy)	\$ 30.67	12/01/2011		A4	227,660 <sup>(10)</sup>	-	12/01/2011	03/07/2018	Common Stock	227,660

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frywald J Erik ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	-	-	-	President

## Signatures

David F. Duvick, as Attorney-in-Fact for J. Erik Frywald     02/03/2012

\*\*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) Mr. Fyrwald beneficially owned 10,200 shares of Ecolab common stock in a living trust on December 1, 2011, the date on which he became an officer of Ecolab. The additional 2,322 shares of Ecolab common stock in the trust were issued to Mr. Fyrwald as merger consideration pursuant to the Agreement and Plan of Merger dated as of July 19, 2001 between and among Ecolab, Sustainability Partners Corporation and Nalco Holding Company (the "Merger Agreement") following completion of the merger on December 1, 2011.

(2) The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, with respect to the shares of Ecolab common stock issued to him as merger consideration pursuant to the Merger Agreement reported in error that he had direct beneficial ownership of 125,968 shares of Ecolab common stock following the December 1, 2011 consummation of the merger. As corrected, Mr. Fyrwald had direct and indirect ownership of the shares of Ecolab common stock as reported in column 5 of Table I above.

(3) Each restricted stock unit represents the contingent right to receive one share of Ecolab common stock, subject to the terms and conditions set forth in the restricted stock unit agreement.

(4) The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired 111,943 restricted stock units upon the conversion of restricted stock units covering 164,723 shares of Nalco common stock pursuant to the Merger Agreement. As corrected, Mr. Fyrwald acquired 54,852 restricted stock units upon the conversion of restricted stock units covering 80,714 shares of Nalco common stock.

(5) The shares will vest on February 28, 2012, subject to continued employment at the vesting date.

(6) The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired 55,189 restricted stock units upon the conversion of restricted stock units covering 81,210 shares of Nalco common stock pursuant to the Merger Agreement. As corrected, Mr. Fyrwald acquired 77,625 restricted stock units upon the conversion of restricted stock units covering 113,694 shares of Nalco common stock.

(7) The shares will vest on February 28, 2013, subject to continued employment at the vesting date.

(8) The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired 52,353 restricted stock units upon the conversion of restricted stock units covering 77,037 shares of Nalco common stock pursuant to the Merger Agreement. As corrected, Mr. Fyrwald acquired 56,018 restricted stock units upon the conversion of restricted stock units covering 82,430 shares of Nalco common stock.

(9) The shares will vest on February 28, 2014, subject to continued employment at the vesting date.

(10) The Form 4 filed by Mr. Fyrwald on December 5, 2011, and amended on December 9, 2011, reported in error that he acquired an employee stock option to purchase 227,659 shares of Ecolab common stock upon the conversion of employee stock options to purchase 335,000 shares of Nalco common stock pursuant to the Merger Agreement. As corrected, Mr. Fyrwald acquired an employee stock option to purchase 227,660 shares of Ecolab common stock upon the conversion of employee stock options to purchase 335,000 shares of Nalco 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.