

ECOLAB INC
Form 4
March 27, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BILLER LESLIE S

(Last) (First) (Middle)

**C/O GREENDALE CAPITAL
LLC, 10877 WILSHIRE BLVD.,
17TH FLOOR**

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2008

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)

6. Individual or Joint/Group Filing(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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/27/2008 | | M | 10,000 | A \$ 16.156 | 59,381.31 | D |
| Common Stock | 03/27/2008 | | F(1) | 3,696 | D \$ 43.705 | 55,685.31 | D |

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

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(9-02)

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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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | \$ 16.156 (2) | 03/27/2008 | | M | 10,000 (2) | 05/14/1999(2) 05/08/2008 | Common Stock 10,000 (2) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BILLER LESLIE S
C/O GREENDALE CAPITAL LLC
10877 WILSHIRE BLVD., 17TH FLOOR
LOS ANGELES, CA 90024

X

Signatures

/s/David F. Duvick, Power of Attorney for Leslie S. Biller

03/27/2008

__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) Reflects the reporting person's payment of the exercise price of the stock option issued in accordance with Rule 16b-3 by delivering shares of Ecolab common stock.

Option was granted under the Ecolab Inc. 1995 Non-Employee Director Stock Option Plan on May 8, 1998 and became exercisable as to 50% of the shares on May 14, 1999 and the remaining 50% of the shares on May 12, 2000. The exercise price for the stock option has

(2) been halved and the number of shares subject to the option doubled to reflect a 2-for-1 stock split on June 6, 2003 subsequent to the original reporting of the option. The original option grant covered 16,000 shares (on a post-split basis) and a portion of the option was previously exercised.

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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