ECOLAB INC Form 4 April 02, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 <u>*</u> JOHNSON JOEL W

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last) (First) (Middle)

ECOLAB INC [ECL]

(Check all applicable)

THE HORMEL
FOUNDATION 301 N MAIN

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

__X__ Director ____ Officer (give title

_____10% Owner itle _____ Other (specify

FOUNDATION, 301 N. MAIN STREET

(Street) 4. If Amendment, Date Original

03/31/2014

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

AUSTIN, MN 55912

(City)	(State)	(Zip) 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)	Code (Instr. 8		4. Securit nor Dispos (Instr. 3, 4	ed of (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)	
Common Stock	03/05/2014		G	V	12,762	D	\$ 0	65,503.197	D		
Common Stock	03/31/2014		A		168.81	A	\$ 0	65,672.007	D		
Common Stock	03/31/2014		A		279.41	A	\$ 107.37	53,309.21 <u>(1)</u> <u>(2)</u>	D		
Common Stock	03/05/2014		G	V	12,762	A	\$ 0	12,762	I	By Elizabeth Johnson GRAT I	

Common Stock By Joel 12,762 (2) I Johnson GRAT I

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

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amount Underly Securiti (Instr. 3	t of ying ies	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON JOEL W THE HORMEL FOUNDATION 301 N. MAIN STREET AUSTIN, MN 55912

X

Signatures

/s/ David F. Duvick, as Attorney-in-Fact for Joel W. Johnson

04/02/2014

**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) Includes 120.62 shares acquired pursuant to a dividend reinvestment feature of the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan.

(2)

Reporting Owners 2

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On March 5, 2014, the reporting person contributed 12,762 shares of Ecolab Inc. Common Stock to a grantor retained annuity trust for the benefit of himself and his children.

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