

ECOLAB INC
Form POS AM
July 29, 2002

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As filed with the Securities and Exchange Commission on July 29, 2002

Registration No. 333-62183

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ECOLAB INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

41-0231510

(I.R.S. Employer
Identification No.)

**370 Wabasha Street North
St. Paul, Minnesota**

(Address of Principal Executive Offices)

55102

(Zip Code)

HENKEL-ECOLAB GERMAN MANAGERS' STOCK PROGRAM

(Full Title of the Plan)

**Kenneth A. Iverson, Esq.
Vice President and Secretary
Ecolab Inc.**

**370 Wabasha Street North
St. Paul, Minnesota 55102
(651) 293-2125**

(Name, address and telephone number,
including area code, of agent for service)

On August 25, 1998, we filed our Registration Statement on Form S-8, File No. 333-62183, relating to 60,000 shares of our common stock (including associated preferred stock purchase rights) under the Henkel-Ecolab German Managers' Stock Program (the "Managers' Plan"). As of the date of this Post-Effective Amendment No. 1, 18,791 shares have been issued under the Managers' Plan, leaving an aggregate of 41,209 shares available for issuance. We are filing this Post-Effective Amendment No. 1 to deregister the remaining 41,209 shares under the Managers'

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