

ECOLAB INC  
Form 4  
March 06, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**LEVIN JERRY W**

(Last) (First) (Middle)

**J. W. LEVIN PARTNERS, LLC, 9  
WEST 57TH STREET, 26TH  
FLOOR**

(Street)

**NEW YORK, NY 10019**

(City) (State) (Zip)

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

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

**03/05/2014**

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)
Common Stock	03/05/2014		M	5,200 A	\$ 38.625 34,273.54 <sup>(1)</sup>	D	
Common Stock	03/05/2014		F <sup>(1)</sup>	1,833 D	\$ 109.53 32,440.54	D	
Common Stock	03/05/2014		M	4,500 A	\$ 47.475 36,940.54	D	
Common Stock	03/05/2014		F <sup>(1)</sup>	1,950 D	\$ 109.53 34,990.54	D	

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



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

- (2) This option became exercisable, on a cumulative basis, as to 25% of the option shares (excluding any fractional portion less than one share), on the last day of each of the first, second and third three-month periods following its grant on 05/08/2009 and as to the remaining shares on the last day of the fourth three-month period following its date of grant.

- (3) This option became exercisable, on a cumulative basis, as to 25% of the option shares (excluding any fractional portion less than one share), on the last day of each of the first, second and third three-month periods following its grant on 05/06/2010 and as to the remaining shares on the last day of the fourth three-month period following its 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.

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.