

ECOLAB INC  
Form 8-K  
December 08, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **December 8, 2011**

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**ECOLAB INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-9328**  
(Commission File Number)

**41-0231510**  
(IRS Employer  
Identification No.)

**370 Wabasha Street North  
Saint Paul, Minnesota**  
(Address of principal executive offices  
and Zip Code)

**55102**  
(Zip Code)

Registrant's telephone number, including area code: **1-800-232-6522**

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**Not applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On December 8, 2011, Ecolab Inc., a Delaware corporation (the Company), issued a press release announcing the results of the stock-cash merger consideration elections made by the former stockholders of Nalco Holding Company, a Delaware corporation (Nalco), pursuant to the terms of the Agreement and Plan of Merger dated as of July 19, 2011 by and among the Company, Sustainability Partners Corporation, a Delaware corporation and wholly-owned subsidiary of the Company, and Nalco. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated December 8, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 8, 2011

**ECOLAB INC.**

/s/ MICHAEL C. MCCORMICK  
Michael C. McCormick  
*Assistant Secretary*

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated December 8, 2011.