

ECOLAB INC  
Form 4  
February 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

**AMERICAN HOUSEHOLD, INC., 2381 EXECUTIVE CENTER DRIVE**

(Street)

**BOCA RATON, FL 33431**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/07/2005**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2005		M		4,800	A	\$ 5.797
Common Stock	02/07/2005		M		24,000	A	\$ 7.969

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

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SEC 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy) <sup>(1)</sup>	\$ 5.797	02/07/2005		M	4,800	05/12/1996	05/12/2005	Common Stock	4,800
Director Stock Option (Right to Buy) <sup>(2)</sup>	\$ 7.967	02/07/2005		M	24,000	05/10/1997	05/10/2006	Common Stock	24,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

LEVIN JERRY W  
AMERICAN HOUSEHOLD, INC.  
2381 EXECUTIVE CENTER DRIVE  
BOCA RATON, FL 33431

X

## Signatures

/s/David F. Duvick, Attorney-in-Fact for Jerry Levin

02/07/2005

         \*\*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) This option was previously reported as covering 1,200 shares at an exercise price of \$23.1875 per share. It has been adjusted to reflect the 2 for 1 stock splits of Ecolab Inc. Common Stock on January 15, 1998 and June 6, 2003 ("Stock Splits").

(2) This option was previously reported as covering 6,000 shares at an exercise price of \$31.875 per share. It has been adjusted to reflect the 2 for 1 stock splits of Ecolab Inc. Common Stock on January 15, 1998 and June 6, 2003 ("Stock Splits"). The option vested in three annual installments beginning on May 10, 1997.

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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