

Flitman David E  
Form 3/A  
May 10, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Flitman David E		(Month/Day/Year)	ECOLAB INC [ECL]	
(Last)	(First)	(Middle)	05/01/2012	
1601 WEST DIEHL ROAD		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
NAPERVILLE, Â IL Â 60563		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) EVP and Pres. - Global Water		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			05/10/2012	
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership Form:
(Instr. 4)		(Instr. 4)		Direct (D) or Indirect (I) (Instr. 5)
Common Stock		28,591		D    Â

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,591	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title                      Amount or Number of			

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	15,271	\$ (1)	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	10,647	\$ (2)	D	Â
Employee Stock Option (Right to Buy)	12/01/2012(3)	12/01/2021	Common Stock	28,800	\$ 55.595	D	Â
Employee Stock Option (Right to Buy)	12/01/2014	12/01/2021	Common Stock	38,400	\$ 55.595	D	Â
Restricted Stock Units	12/01/2014(4)	Â (4)	Common Stock	9,220	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flitman David E 1601 WEST DIEHL ROAD NAPERVILLE, IL 60563	Â	Â	Â EVP and Pres. - Global Water	Â

## Signatures

David F. Duwick, as Attorney-in-Fact for David E. Flitman 05/10/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The units will vest on February 28, 2013, subject to continued employment at the vesting date. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock.
- (2) The units will vest on February 28, 2014, subject to continued employment at the vesting date. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock.
- (3) The option will be exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second anniversaries of the date of grant and as to the remaining shares on the third anniversary of the date of grant.
- (4) The units will vest on December 1, 2014, subject to continued employment at the vesting date. Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock.

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### Remarks:

Refiling with Power of Attorney attached.

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.