

ECOLAB INC
Form 5
February 01, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
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burden hours per
response... 1.0

1. Name and Address of Reporting Person *
FRITZE STEVEN L

(Last) (First) (Middle)

**ECOLAB INC., 370 WABASHA
STREET N.**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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)
Former Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

ST. PAUL, MN 55102

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/28/2012	Â	G ⁽¹⁾	64,403 D \$ 0	101,221	D	Â
Common Stock	12/31/2012	Â	G	1,200 D \$ 0	100,021	D	Â
Common Stock	12/28/2012	Â	G ⁽¹⁾	64,403 A \$ 0	64,403	I	By Fritze Irrevocable Trust
Common Stock	Â	Â	Â	Â Â Â	12,783.204 (2)	I	By Ecolab Savings

SEC 2270
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Other Details (Instr. 6)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRITZE STEVEN L ECOLAB INC. 370 WABASHA STREET N. ST. PAUL, MN 55102	Â	Â	Â Former Chief Financial Officer	Â

/s/David F. Duvick, Attorney-in-Fact for Steven L. Fritze 02/01/2013

Date _____

* 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).

- (2) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of December 31, 2012. Includes 40,501 UNITS acquired since the reporting person's last report. (The 12,783.204 UNITS are the equivalent of approximately 23,739 SHARES of the issuer's Common Stock.)

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