Flitman David E
Form 3/A
May 10, 2012

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Â Flitman David E

(Last) (First) (Middle)

1601 WEST DIEHL ROAD

(Street)

NAPERVILLE,Â ILÂ 60563

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/01/2012

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP and Pres. - Global Water

5. If Amendment, Date Original Filed(Month/Day/Year)
05/10/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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			

				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,Â ILÂ 60563	Â	Â	Â EVP and Pres. - Global Water	Â

Signatures

David F. Duvick, 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.

Â

Remarks:

RefilingÂ withÂ PowerÂ ofÂ AttorneyÂ 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.