ECOLAB INC Form 4/A November 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

2005

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A Henkel COF	ddress of Repo	orting Person *	2. Issuer Name and Ticker or Trading Symbol ECOLAB INC [ECL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
2200 RENAISSANCE BOULEVARD				Dimenton V 100/ Oramon			
			(Month/Day/Year) 11/13/2006	DirectorX 10% Owner Officer (give title Other (speci- below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
GULPH MILLS, PA 19406			11/14/2006	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)					

GULPH MILLS, PA 19	406
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Security (Month/Day/Year) Execution Date, if Transactiomr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial	(,)	()	Tab	le I - Non-l	Derivative S	ecuriti	es Acqui	rea, Disposed of,	, or Beneficial	ly Owned
(Instr. 3) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) (A) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acqu	ired (A)	5. Amount of	6.	7. Nature of
(Month/Day/Year) (Instr. 8) Owned Direct (D) Ownershi Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Dispose	d of (D)	Securities	Ownership	Indirect
Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) Or (Instr. 3 and 4)	(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form:	Beneficial
(A) Reported (I) Transaction(s) (Instr. 4) or (Instr. 3 and 4)			(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)								Following	or Indirect	(Instr. 4)
or (Instr. 3 and 4)						(Reported	(I)	
(Instr. 3 and 4)								Transaction(s)	(Instr. 4)	
Code V Amount (D) Price				C 1 W			ъ.	(Instr. 3 and 4)		
	~			Code V	Amount	` ′	Price			
Common Start 11/13/2006 S 378,812 D \$ 28,954,516 D	Common	11/13/2006		C	378 812	D	\$	28 054 516	D	
Stock 5 3/8,812 (1) 45.73 28,934,310 D	Stock	11/13/2000		S	370,012	(1)	45.73	20,934,310	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
Henkel CORP							
2200 RENAISSANCE BOULEVARD		X					
GULPH MILLS, PA 19406							

Signatures

/s/ James E. Ripka Vice President, Treasurer 11/14/2006

**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) Effective as of November 13, 2006, 378,812 shares previously held by the reporting person were transferred to the reporting person's parent corporation, Henkel KGaA.

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.

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