

Brown Darrell R  
Form 3  
January 10, 2018

**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 Brown Darrell R                         |         | (Month/Day/Year)                     | ECOLAB INC. [ECL]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 01/01/2018                           |   |  |
| ECOLAB PLACE 1                            |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| ST. PAUL,Â MNÂ 55102                      |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
|   |         |                                      | EVP & Pres. - Energy Services   |  |

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

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 7,256  | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|   |                           |            |                 | Shares |                   | (I)<br>(Instr. 5) |   |
|---|---------------------------|------------|-----------------|--------|-------------------|-------------------|---|
| Employee Stock Option<br>(Right to Buy) | 12/03/2009 <sup>(1)</sup> | 12/03/2018 | Common<br>Stock | 8,300  | \$ 35.63          | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 12/02/2010 <sup>(1)</sup> | 12/02/2019 | Common<br>Stock | 3,500  | \$ 45.665         | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 12/02/2016 <sup>(2)</sup> | 12/02/2025 | Common<br>Stock | 30,762 | \$ 119.12         | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 12/07/2017 <sup>(2)</sup> | 12/07/2026 | Common<br>Stock | 15,889 | \$ 117.73         | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | 12/06/2018 <sup>(2)</sup> | 12/06/2027 | Common<br>Stock | 17,274 | \$ 137.087        | D                 | Â |
| Restricted Stock Units                  | 05/03/2022                | 05/03/2022 | Common<br>Stock | 2,800  | \$ <sup>(3)</sup> | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Brown Darrell R<br>ECOLAB PLACE 1<br>ST. PAUL, MN 55102 | Â             | Â         | Â EVP & Pres. - Energy Services | Â     |

## Signatures

/s/ David F. Duvick, as Attorney-in-Fact for Darrell R. Brown 01/10/2018

\_\_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) Option granted under the Ecolab Inc. 2005 Stock Incentive Plan. The option became 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 option shares on the third anniversary of the date of grant. The date listed is the first anniversary of the date of grant.

(2) Option granted under the Ecolab Inc. 2010 Stock Incentive Plan. The option becomes 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 option shares on the third anniversary of the date of grant. The date listed is the first anniversary of the date of grant.

(3) Each restricted stock unit represents a contingent right to receive one share of Ecolab Inc. common stock. The units will vest, subject to continued employment, as to 100% of the grant amount on the fifth anniversary of the date of grant.

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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