

ECOLAB INC
Form 8-K
May 05, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **May 2, 2008**

ECOLAB INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9328
(Commission
File Number)

41-0231510
(IRS Employer
Identification No.)

370 Wabasha Street North, Saint Paul, Minnesota
(Address of principal executive offices)

55102
(Zip Code)

Registrant's telephone number, including area code **651-293-2233**

(Not applicable)

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Ecolab's Annual Meeting of Stockholders was held on May 2, 2008. A copy of the News Release issued by Ecolab in connection with this report under Item 8.01 is attached as Exhibit (99).

At the meeting, 91.4% of the outstanding shares of our voting stock were represented in person or by proxy. The first proposal voted upon was the election of four Class I Directors for a term ending at the annual meeting in 2011. The five persons nominated by our Board of Directors received the following votes and were elected:

| Name | For | Against | Abstain |
|-----------------------|-------------|-----------|-----------|
| Douglas M. Baker, Jr. | 220,845,492 | 3,659,208 | 1,286,604 |
| Barbara J. Beck | 222,478,047 | 1,781,431 | 1,531,826 |
| Stephan Hamelmann | 220,799,627 | 3,430,032 | 1,561,645 |
| Jerry W. Levin | 218,958,684 | 5,151,018 | 1,681,602 |
| Robert L. Lumpkins | 222,667,511 | 1,491,987 | 1,631,806 |

In addition, the terms of office of the following directors continued after the meeting: Class II Directors for a term ending in 2009 - Leslie S. Biller, Jerry A. Grundhofer, Kasper Rorsted and John J. Zillmer; and Class III Directors for a term ending in 2010 - Richard U. De Schutter, Joel W. Johnson, Beth M. Pritchard and Hans Van Bylen.

The second proposal voted upon was the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2007.

The proposal received the following votes and was ratified:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 219,901,169 | 4,474,778 | 1,415,357 | 0 |

The third proposal voted upon was a stockholder proposal to eliminate classification of terms of the Board of Directors. The stockholder proposal received the following votes and was not approved:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 96,240,268 | 111,531,367 | 2,109,638 | 15,910,031 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

(99) Ecolab Inc. News Release dated May 2, 2008.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ECOLAB INC.

Date: May 5, 2008

By:

/s/Sarah Z. Erickson

By:

Sarah Z. Erickson

Its:

Assistant Secretary

EXHIBIT INDEX

| Exhibit No. | Description | Method Of Filing |
|--------------------|---|--------------------------------|
| (99) | Ecolab Inc. News Release dated May 2, 2008. | Filed herewith electronically. |