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ECOLAB INC
Form POS AM
April 05, 2001

As filed with the Securities and Exchange Commission on April 5, 2001

Registration No. 333-21167

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ECOLAB INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

41-0231510
(I.R.S. Employer
Identification No.)

ECOLAB CENTER
370 NORTH WABASHA STREET
ST. PAUL, MINNESOTA
(Address of Principal Executive Offices)

55102
(Zip Code)

ECOLAB INC. 1997 NON-EMPLOYEE DIRECTOR
DEFERRED COMPENSATION PLAN
(Full Title of the Plan)

KENNETH A. IVERSON, ESQ.
VICE PRESIDENT AND SECRETARY
ECOLAB CENTER
370 NORTH WABASHA STREET
ST. PAUL, MINNESOTA 55102
(651) 293-2125
(Name, address and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common stock, par value \$1.00 per share	N/A (1)	N/A (1)	N/A (1)

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- (1) This amendment is filed to deregister securities originally registered for issuance pursuant to the Ecolab Inc. 1997 Non-Employee Director Deferred Compensation Plan as filed with the Securities and Exchange Commission on February 2, 1997.

POST-EFFECTIVE AMENDMENT NO. 1

The purpose of this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (SEC File No. 333-21167) is to deregister shares of Ecolab Inc. ("Ecolab") common stock (and the preferred stock purchase rights attached to these shares) registered for issuance pursuant to the Ecolab Inc. 1997 Non-Employee Director Deferred Compensation Plan. The Registration Statement on Form S-8 filed in connection with the Ecolab Inc. 1997 Non-Employee Director Deferred Compensation Plan registered 125,000 shares (250,000 shares after adjusting for Ecolab's January 15, 1998 2-for-1 stock split) of Ecolab common stock (and the attached preferred stock purchase rights). As of April 5, 2001, 206,600 shares of Ecolab's common stock (and the attached preferred stock purchase rights) registered under the Registration Statement on Form S-8 had not been issued under the Ecolab Inc. 1997 Non-Employee Director Deferred Compensation Plan. These shares are hereby deregistered.

On February 23, 2001, the Board of Directors of Ecolab approved the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deferred Compensation Plan, which replaces the Ecolab Inc. 1997 Non-Employee Director Deferred Compensation Plan. In accordance with Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission pertaining to "Form S-8" set forth in the Division of Corporation Finance's Telephone Interpretation Manual of Publicly-Available Telephone Interpretations (July 1997), as supplemented from time to time thereafter, Ecolab is concurrently filing a Registration Statement on Form S-8 to carry forward the 206,600 shares of Ecolab common stock (and attached preferred stock purchase rights) deregistered pursuant to this Post-Effective Amendment for issuance pursuant to the 2001 Non-Employee Director Stock Option and Deferred Compensation Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, State of Minnesota, on April 5, 2001.

ECOLAB INC.

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By: /s/ Allan L. Schuman

Allan L. Schuman
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on April 5, 2001 by the following persons in the capacities indicated.

Signature

Title

/s/ Allan L. Schuman

Allan L. Schuman

Chairman of the Board and Chief Executive Officer
(principal executive officer) and Director

/s/ L. White Matthews, III

L. White Matthews, III

Executive Vice President and Chief Financial Officer
(principal financial officer) and Director

/s/ Steven L. Fritze

Steven L. Fritze

Vice President and Controller (principal accounting officer)

/s/ Kenneth A. Iverson

Kenneth A. Iverson, as attorney-in-fact for Ruth S. Block,
James J. Howard, Joel W. Johnson, Jerry W. Levin and Hugo
Uyterhoeven

Directors

Directors not signing:

Les. S. Biller, Jerry A. Grundhofer, Stefan Hamelmann,
William L. Jews, Ulrich Lehner, Robert L. Lumpkins