

ECOLAB INC
Form SC 13G
June 17, 2011

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

ECOLAB INC.

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

278865100

(CUSIP Number)

June 7, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 278865100

- | | | | |
|-----|--|----|--|
| 1. | Names of Reporting Persons
Cascade Investment, L.L.C. | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> | | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization
State of Washington | | |
| 5. | Sole Voting Power
9,421,467(1) | 5. | Sole Voting Power
9,421,467(1) |
| 6. | Shared Voting Power
0 | 6. | Shared Voting Power
0 |
| 7. | Sole Dispositive Power
9,241,467(1) | 7. | Sole Dispositive Power
9,241,467(1) |
| 8. | Shared Dispositive Power
0 | 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
9,421,467(1) | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | | |
| 11. | Percent of Class Represented by Amount in Row (9)
4.1% | | |
| 12. | Type of Reporting Person (See Instructions)
OO | | |

(1) All Common Shares held by Cascade Investment, L.L.C. (Cascade) may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade.

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CUSIP No. 278865100

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|---|---|---|--|
| 1. | Names of Reporting Persons
Bill & Melinda Gates Foundation Trust | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="checkbox"/> | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization
State of Washington | | |
| | | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | 6. | Shared Voting Power
4,366,425(1) |
| | | 7. | Sole Dispositive Power
0 |
| | | 8. | Shared Dispositive Power
4,366,425(1) |
| | | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
4,366,425(1) |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| | 11. | Percent of Class Represented by Amount in Row (9)
1.9% | |
| | 12. | Type of Reporting Person (See Instructions)
OO | |

(1) For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by Bill & Melinda Gates Foundation Trust (the Trust) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

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CUSIP No. 278865100

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|---|--|--|
| 1. | Names of Reporting Persons
William H. Gates III | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States of America | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
9,421,467(1) |
| | 6. | Shared Voting Power
4,366,425(2) |
| | 7. | Sole Dispositive Power
9,421,467(1) |
| | 8. | Shared Dispositive Power
4,366,425(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
13,787,892(1)(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
6.0% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

(1) All Common Shares held by Cascade Investment, L.L.C. (Cascade) may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade.

(2) For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by Bill & Melinda Gates Foundation Trust (the Trust) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

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CUSIP No. 278865100

- | | | | |
|---|---|---|--|
| 1. | Names of Reporting Persons
Melinda French Gates | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization
United States of America | | |
| | | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | 6. | Shared Voting Power
4,366,425(1) |
| | | 7. | Sole Dispositive Power
0 |
| | | 8. | Shared Dispositive Power
4,366,425(1) |
| | | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
4,366,425(1) |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| | 11. | Percent of Class Represented by Amount in Row (9)
1.9% | |
| | 12. | Type of Reporting Person (See Instructions)
IN | |

(1) For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by Bill & Melinda Gates Foundation Trust (the Trust) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust.

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Item 1.

- (a) Name of Issuer
Ecolab Inc. (the Issuer)
- (b) Address of Issuer's Principal Executive Offices
370 Wabasha Street North

St. Paul, Minnesota 55102

Item 2.

- (a) Name of Person Filing
Cascade Investment, L.L.C. (Cascade), Bill & Melinda Gates Foundation Trust (the Trust), William H. Gates III and Melinda French Gates (together, Reporting Persons)(1)
- (b) Address of Principal Business Office or, if none, Residence

Cascade - 2365 Carillon Point, Kirkland, Washington 98033

The Trust - 500 Fifth Avenue North, Seattle, WA 98119
Mr. Gates - One Microsoft Way, Redmond, Washington 98052

- (c) Mrs. Gates - 500 Fifth Avenue North, Seattle, WA 98119
Citizenship
Cascade is a limited liability company organized under the laws of the State of Washington.

The Trust is a charitable trust organized under the laws of the State of Washington.

- (d) Mr. and Mrs. Gates are citizens of the United States of America.
Title of Class of Securities
Common Stock, \$1.00 par value
- (e) CUSIP Number
278865100

(1) Neither this filing nor anything contained herein shall be construed as an admission that the Reporting Persons constitute a group for any purpose and each expressly disclaim membership in a group.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not Applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See the responses to Item 9 on the attached cover pages.
- (b) Percent of class:

See the responses to Item 11 on the attached cover pages.
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote

See the responses to Item 5 on the attached cover pages.
- (ii) Shared power to vote or to direct the vote

See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of

(iv) See the responses to Item 7 on the attached cover pages.
Shared power to dispose or to direct the disposition of

See the responses to Item 8 on the attached cover pages.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 17, 2011

CASCADE INVESTMENT, L.L.C.

By: *
Name: Alan Heuberger(1)
Title: Attorney-in-fact for Michael Larson,
Business Manager

BILL & MELINDA GATES FOUNDATION TRUST

By: *
Name: Alan Heuberger (2)
Title: Attorney-in-fact for each of the Co-
Trustees, William H. Gates III and
Melinda French Gates

WILLIAM H. GATES III

By: *
Name: Alan Heuberger(2)(3)
Title: Attorney-in-fact

MELINDA FRENCH GATES

By: *
Name: Alan Heuberger (2)
Title: Attorney-in-fact

JOINT FILING AGREEMENT

We, the signatories of the statement to which this Joint Filing Agreement is attached, hereby agree that such statement is filed, and any amendments thereto filed by any or all of us, will be filed, on behalf of each of us.

Date: June 17, 2011

CASCADE INVESTMENT, L.L.C.

By: *
Name: Alan Heuberger(1)
Title: Attorney-in-fact for Michael Larson,
Business Manager

BILL & MELINDA GATES FOUNDATION TRUST

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By:

*

Name:

Alan Heuberger (2)

Title:

Attorney-in-fact for each of the Co-Trustees, William H. Gates III and Melinda French Gates

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WILLIAM H. GATES III

By: *
Name: Alan Heuberger(2)(3)
Title: Attorney-in-fact

MELINDA FRENCH GATES

By: *
Name: Alan Heuberger (2)
Title: Attorney-in-fact

*By: /s/Alan Heuberger
Alan Heuberger

(1) Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of Michael Larson, filed as Exhibit 99.1 to Amendment No. 1 to Cascade's Schedule 13D with respect to Otter Tail Corporation on April 15, 2009, SEC File No. 005-06638 and incorporated by reference herein.

(2) Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of William H. Gates III and Melinda French Gates III as Co-Trustees, filed as Exhibit 99.5 to Cascade's Schedule 13D with respect to Grupo Televisa, S.A.B. on May 7, 2009, SEC File No. 005-60431 and incorporated by reference herein.

(3) Duly authorized under Special Limited Power of Attorney appointing Alan Heuberger attorney-in-fact, dated August 12, 2008, by and on behalf of William H. Gates III, filed as Exhibit 99.2 to Amendment No. 1 to Cascade's Schedule 13D with respect to Otter Tail Corporation on April 15, 2009, SEC File No. 005-06638 and incorporated by reference herein.