

ECOLAB INC  
Form 8-K  
July 24, 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)

**July 24, 2008**

**ECOLAB INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**1-9328**  
(Commission)

**41-0231510**  
(IRS Employer)

of incorporation)

File Number)

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.)

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):

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- 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 13a-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On July 24, 2008, Ecolab Inc. ( Ecolab ) announced earnings for the second quarter ended June 30, 2008. A copy of the News Release issued by Ecolab in connection with this report under Item 2.02 is attached as Exhibit (99) and incorporated by reference herein. Ecolab also will publish the News Release on its website located at [www.ecolab.com](http://www.ecolab.com).

In the News Release dated July 24, 2008, Ecolab discloses the impact on comparative reported diluted earnings per share of certain discrete tax benefits taken in the second quarter of 2007 and special gains and charges taken in the second quarter of 2008. Ecolab's management believes that disclosing this information is useful for investors because it facilitates the comparison of current and prior period operating results by eliminating the effect of non-recurring charges.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished pursuant to Item 2.02 of Form 8-K and should not be deemed to be filed under the Securities Exchange Act of 1934.

(99) Ecolab Inc. News Release dated July 24, 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.

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Date: July 24, 2008

By:

/s/Sarah Z. Erickson  
Sarah Z. Erickson  
Assistant Secretary

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>	<b>Method Of Filing</b>
(99)	Ecolab Inc. News Release dated July 24, 2008.	Filed herewith electronically.