

NEWELL RUBBERMAID INC
 Form 4
 February 11, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
POLK MICHAEL B

(Last) (First) (Middle)

C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PKWY.

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEWELL RUBBERMAID INC [NWL]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/09/2015		M		99,884 A \$ 37.65	422,122 (1)	D
Common Stock	02/09/2015		F		51,303 D \$ 37.65	370,819 (1)	D
Common Stock	02/09/2015		A		419,513 (2) A \$ 37.65	790,332 (1)	D
Common Stock	02/09/2015		F		217,518 D \$ 37.65	572,814 (1)	D
Common Stock	02/10/2015		S		150,000 D \$ 37.92	422,814 (1)	D

(3)

Common Stock	37,300 <u>(4)</u>	I	Michael B. Polk December 2012 3-year GRAT
Common Stock	83,400 <u>(4)</u>	I	Michael B. Polk December 2012 5-year GRAT
Common Stock	86,144 <u>(4)</u>	I	Michael B. Polk December 2013 3-year GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	02/09/2015		M	99,884	02/09/2015	<u>(6)</u>	Common Stock	99,884

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

POLK MICHAEL B
C/O NEWELL RUBBERMAID INC.
3 GLENLAKE PKWY.
ATLANTA, GA 30328

President and CEO

Signatures

/s/ Christine E. Hermann, Attorney-In-Fact for Michael B.
Polk

02/11/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Reflects the distribution of shares from GRATS. Each distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.
- (2) Acquired upon vesting of performance-based restricted stock units previously granted on February 8, 2012.
In connection with the stock sale, the reporting person sold 150,000 shares at a weighted average price of \$37.92 at prices ranging from
- (3) \$37.57 to \$38.14. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (4) Reflects the distribution of shares of common stock from this GRAT. This distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.
- (5) Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid Inc. common stock.
- (6) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.