

NEWELL RUBBERMAID INC
 Form 4
 February 27, 2014

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 *
MILLETT ELIZABETH CUTHBERT

(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)
02/26/2014

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)

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)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	02/26/2014		M		4,000	A	\$ 22.91	170,278	D	
Common Stock	02/26/2014		M		4,000	A	\$ 21.68	174,278	D	
Common Stock	02/26/2014		M		5,713	A	\$ 27.8	179,991	D	
Common Stock	02/26/2014		S		13,713	D	\$ 31.44	166,278	D	
Common Stock								21,725	I	Custodian for Son

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Common Stock	21,725	I	Custodian for Daughter
Common Stock	6,031	I	Custodian for Son (Dividend Reinvestment Plan)
Common Stock	6,345	I	Custodian for Daughter (Dividend Reinvestment Plan)

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
Options (Right to Buy)	\$ 22.91	02/26/2014		M	4,000	⁽¹⁾ 05/12/2014	Common Stock	4,000
Options (Right to Buy)	\$ 21.68	02/26/2014		M	4,000	⁽²⁾ 05/11/2015	Common Stock	4,000
Options (Right to Buy)	\$ 27.8	02/26/2014		M	5,713	⁽³⁾ 05/10/2016	Common Stock	5,713

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MILLETT ELIZABETH CUTHBERT
C/O NEWELL RUBBERMAID INC. X
3 GLENLAKE PKWY.
ATLANTA, GA 30328

Signatures

/s/ Christine E. Hermann, Attorney in Fact for Elizabeth
Cuthbert-Millett

02/27/2014

__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) Options became exercisable in equal installments on May 12, 2005, 2006, 2007, 2008 & 2009.
- (2) Options became exercisable in equal installments on May 11, 2006, 2007, 2008, 2009 & 2010.
- (3) Options became exercisable in equal installments on May 10, 2007, 2008, 2009, 2010 & 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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