

NEWELL RUBBERMAID INC  
 Form 4  
 May 12, 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)  
**05/08/2014**

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 Ownership (Instr. 4) |            |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |            |   |   |
|                                 |                                      |  | Code                           | V   | Amount  |  |  |            |   |   |
| Common Stock                    | 05/08/2014                           |  | M                              |   | 4,626   | A  | \$ 28.99                                   | 171,004    | D |   |
| Common Stock                    |                                      |  |                                |   |   |  |  | 21,725     | I | Custodian for Son                         |
| Common Stock                    |                                      |  |                                |   |   |  |  | 21,725     | I | Custodian for Daughter                    |
| Common Stock                    |                                      |  |                                |   |   |  |  | 6,031.5655 | I | Custodian for Son - Dividend Reinvestment |

|                 |            |   |   |
|-----------------|------------|---|---|
| Common<br>Stock | 6,345.1779 | I | Plan<br><br>Custodian for<br>Daughter -<br>Dividend<br>Reinvestment<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(In |  |
|---|--|---|---|--------------------------------------|---|--|---|---------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                     | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)  | 05/08/2014                              |   | M                                    | 4,626   | 05/08/2014   | (2)   | Common<br>Stock           | 4,626                                  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

X

## Signatures

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

05/12/2014

\_\_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) Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid common stock.

(2) Not applicable.

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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