

NEWELL RUBBERMAID INC
Form 4/A
December 29, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2015

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/09/2015

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

ATLANTA, GA 30328

(City) (State) (Zip)

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 | 02/09/2015 | | M | A | \$ 99,884 (1) (2) | 422,122 | D |
| Common Stock | 02/09/2015 | | F | D | \$ 47,916 (1) | 374,206 | D |
| Common Stock | 02/09/2015 | | A | A | \$ 419,513 (3) | 793,719 | D |
| Common Stock | 02/09/2015 | | F | D | \$ 217,518 | 317,226 (4) | D |
| Common Stock | | | | | | 28,800 (5) | I Michael B. Polk |

| | | | |
|--------------|------------------------|---|--|
| Common Stock | 75,875 ⁽⁵⁾ | I | December 2012 3-year GRAT Michael B. Polk December 2012 5-year GRAT |
| Common Stock | 86,144 ⁽⁵⁾ | I | December 2013 3-year GRAT Michael B. Polk |
| Common Stock | 125,000 ⁽⁶⁾ | I | Polk May 2015 3-year GRAT |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 | |
| Restricted Stock Units | <u>(7)</u> | 02/09/2015 | | M | 99,884 | 02/09/2015 | <u>(8)</u> | Common Stock | 99,884 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POLK MICHAEL B C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328 | | | President and CEO | |

Signatures

/s/ Michael R. Peterson, Attorney in Fact for Michael B.

Polk

12/29/2015

__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).

This Amended Form 4 is being filed solely to reflect a tax adjustment to the number of shares withheld. Due to an administrative error (1) 3,387 shares of Newell Rubbermaid Inc. Common Stock were over-withheld in the reported transaction. Upon discovery of the error these shares were credited to the reporting person's account and reflected in the reporting person's total direct ownership.

(2) Acquired on vesting of time-based restricted stock units previously granted on February 8, 2012.

(3) Acquired upon vesting of performance-based restricted stock units previously granted on February 8, 2012.

(4) Reflects the distribution of shares of common stock from GRATs. Also reflects the contribution of 125,000 shares of common stock to a 3-year GRAT established in May 2015. The distributions and contribution qualify as only a change in the form of the Reporting Person's beneficial ownership, and as such, have not been previously reported. Also, reflects the previously reported sale of 150,000 shares on February 10, 2015.

(5) 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.

(6) Reflects the contribution of 125,000 shares of common stock to a 3-year GRAT established in May 2015. This contribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and as such, has not been previously reported.

(7) Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid Inc. common stock.

(8) 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.