

NEWELL RUBBERMAID INC
 Form 4
 February 11, 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 *
 Martin Douglas L

(Last) (First) (Middle)

C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PARKWAY

(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)
 02/10/2014

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)
 Executive VP, CFO

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	02/10/2014		M		1,541 A \$ 30.75	14,457	D
Common Stock	02/10/2014		F		514 D \$ 30.75	13,943	D
Common Stock	02/10/2014		M		2,656 A \$ 30.75	16,599	D
Common Stock	02/10/2014		F		886 D \$ 30.75	15,713	D
Common Stock	02/10/2014		A		4,957 (1) A \$ 30.75	20,670	D

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Common Stock	02/10/2014	F	1,752	D	\$ 30.75	18,918	D	
Common Stock						2,421	I	401(k)

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
Restricted Stock Units	(2)	02/10/2014		M	1,541	02/08/2014 (3)	Common Stock	1,541
Restricted Stock Units	(2)	02/10/2014		M	2,656	02/09/2014 (3)	Common Stock	2,656

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Martin Douglas L
C/O NEWELL RUBBERMAID INC.
3 GLENLAKE PARKWAY
ATLANTA, GA 30328

Executive VP, CFO

Signatures

/s/ Christine E. Hermann, Attorney in Fact for Douglas L. Martin

02/11/2014

__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) Acquired upon vesting of performance-based restricted stock units previously granted on February 9, 2011.

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

(3) 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.

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