

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

Burke William A III

CIK: **1420622**

Type: **4** | Act: **34** | File No.: **001-09608** | Film No.: **13660261**

Mailing Address
*C/O NEWELL RUBBERMAID
INC.
THREE GLENLAKE
PARKWAY
ATLANTA GA 30328*

ISSUER

NEWELL RUBBERMAID INC

CIK: **814453** | IRS No.: **363514169** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **3089** Plastics products, nec

Mailing Address
*THREE GLENLAKE
PARKWAY
ATLANTA GA 30328*

Business Address
*THREE GLENLAKE
PARKWAY
ATLANTA GA 30328
770-418-7000*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Burke William A III			2. Issuer Name and Ticker or Trading Symbol NEWELL RUBBERMAID INC [NWL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			EVP, Chief Operating Officer		
C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PKWY.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2013		<u>M</u>		34,100	A	\$13.64	121,672	D	
Common Stock	02/28/2013		<u>S</u>		100	D	\$23.4	121,572	D	
Common Stock	02/28/2013		<u>S</u>		4,100	D	\$23.41	117,472	D	
Common Stock	02/28/2013		<u>S</u>		2,800	D	\$23.42	114,672	D	
Common Stock	02/28/2013		<u>S</u>		1,890	D	\$23.43	112,782	D	
Common Stock	02/28/2013		<u>S</u>		1,510	D	\$23.44	111,272	D	
Common Stock	02/28/2013		<u>S</u>		1,100	D	\$23.45	110,172	D	
Common Stock	02/28/2013		<u>S</u>		1,810	D	\$23.46	108,362	D	
Common Stock	02/28/2013		<u>S</u>		1,691	D	\$23.47	106,671	D	
Common Stock	02/28/2013		<u>S</u>		2,809	D	\$23.48	103,862	D	
Common Stock	02/28/2013		<u>S</u>		4,190	D	\$23.49	99,672	D	
Common Stock	02/28/2013		<u>S</u>		800	D	\$23.5	98,872	D	
Common Stock	02/28/2013		<u>S</u>		1,900	D	\$23.51	96,972	D	
Common Stock	02/28/2013		<u>S</u>		1,600	D	\$23.52	95,372	D	
Common Stock	02/28/2013		<u>S</u>		1,400	D	\$23.53	93,972	D	
Common Stock	02/28/2013		<u>S</u>		700	D	\$23.54	93,272	D	

Common Stock	02/28/2013		<u>S</u>		600	D	\$23.55	92,672	D	
Common Stock	02/28/2013		<u>S</u>		500	D	\$23.56	92,172	D	
Common Stock	02/28/2013		<u>S</u>		400	D	\$23.57	91,772	D	
Common Stock	02/28/2013		<u>S</u>		100	D	\$23.58	91,672	D	
Common Stock	02/28/2013		<u>S</u>		600	D	\$23.59	91,072	D	
Common Stock	02/28/2013		<u>S</u>		1,000	D	\$23.6	90,072	D	
Common Stock	02/28/2013		<u>S</u>		600	D	\$23.61	89,472	D	
Common Stock	02/28/2013		<u>S</u>		900	D	\$23.62	88,572	D	
Common Stock	02/28/2013		<u>S</u>		900	D	\$23.63	87,672	D	
Common Stock	02/28/2013		<u>S</u>		100	D	\$23.64	87,572	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options (Right to Buy)	\$13.64	02/28/2013		<u>M</u>			34,100	02/10/2013	02/10/2020	Common Stock	34,100	\$ 0	0	D	

Signatures

/s/ Christine E. Hermann, Attorney in Fact for William A. Burke, III

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

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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