

NEWELL RUBBERMAID INC
 Form 4
 February 10, 2016

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

(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)
 02/08/2016

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)
 President and CEO

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)
			Code	V	Amount or Price		
Common Stock	02/08/2016		M		351,054 ⁽¹⁾ \$ 34.26	A	668,280 D
Common Stock	02/08/2016		F		177,764 \$ 34.26	D	490,516 D
Common Stock	02/08/2016		M		83,123 \$ 34.26	A	573,639 D
Common Stock	02/08/2016		F		43,100 \$ 34.26	D	575,669 ⁽²⁾ D
Common Stock							19,257 ⁽³⁾ I By Trust

Common Stock	68,090 ⁽⁴⁾	I	Michael B. Polk December 2012 5-year GRAT
Common Stock	58,342 ⁽⁵⁾	I	Michael B. Polk December 2013 3-year GRAT
Common Stock	125,000	I	Michael B. 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	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	02/08/2016		M	83,123	02/06/2016	<u>(7)</u>	Common Stock	83,123

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

President and CEO

POLK MICHAEL B
C/O NEWELL RUBBERMAID INC.
3 GLENLAKE PKWY.
ATLANTA, GA 30328

Signatures

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

02/10/2016

**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 6, 2013.
- (2) Reflects the distribution of shares of common stock to the Reporting Person from GRATs.
19,257 shares were distributed from the Michael B. Polk December 2012 3-year GRAT and are held in trusts for the benefit of his seven children, and 9,543 shares from the GRAT were distributed to the Reporting Person. These distributions qualify only as a change in the form of the Reporting Person's beneficial ownership, and as such, have not been previously reported.
- (3) Reflects the distribution of 7,785 shares of common stock from this GRAT to the Reporting Person. 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.
- (4) Reflects the distribution of 27,802 shares of common stock from this GRAT to the Reporting Person. 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.
- (5) Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid Inc. common stock.
- (6) N/A
- (7) 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.