

Stipancich John K
Form 4
February 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Stipancich John K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, General Counsel & Secy

(Last) (First) (Middle)
C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PKWY.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2013

ATLANTA, GA 30328

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

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

(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	02/08/2013		M		8,000	A	\$ 21.74
Common Stock	02/08/2013		S		8,000	D	\$ 24.14
Common Stock	02/08/2013		S		10,000	D	\$ 24.14
Common Stock	02/11/2013		M		10,000	A	\$ 23.94
Common Stock	02/11/2013		F		3,447	D	\$ 23.94

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Common Stock	02/11/2013	M	10,320	A	\$ 23.94	26,147	D
Common Stock	02/11/2013	F	3,442	D	\$ 23.94	22,705	D
Common Stock	02/11/2013	A	20,520 (1)	A	\$ 23.94	43,225	D
Common Stock	02/11/2013	F	6,844	D	\$ 23.94	36,381	D
Common Stock	02/11/2013	M	27,000	A	\$ 13.64	63,381	D
Common Stock	02/11/2013	S	300	D	\$ 24.26	63,081	D
Common Stock	02/11/2013	S	300	D	\$ 24.27	62,781	D
Common Stock	02/11/2013	S	1,500	D	\$ 24.8	61,281	D
Common Stock	02/11/2013	S	2,000	D	\$ 24.29	59,281	D
Common Stock	02/11/2013	S	4,100	D	\$ 24.3	55,181	D
Common Stock	02/11/2013	S	5,400	D	\$ 24.31	49,781	D
Common Stock	02/11/2013	S	893	D	\$ 24.32	48,888	D
Common Stock	02/11/2013	S	3,500	D	\$ 24.33	45,388	D
Common Stock	02/11/2013	S	3,700	D	\$ 24.34	41,688	D
Common Stock	02/11/2013	S	4,507	D	\$ 24.35	37,181	D
Common Stock	02/11/2013	S	700	D	\$ 24.36	36,481	D
Common Stock	02/11/2013	S	100	D	\$ 24.37	36,381	D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 21.74	02/08/2013		M	8,000	<u>(2)</u>	08/26/2014	Common Stock	8,000
Restricted Stock Units	<u>(3)</u>	02/11/2013		M	10,000	02/09/2013	<u>(4)</u>	Common Stock	10,000
Restricted Stock Units	<u>(3)</u>	02/11/2013		M	10,320	02/10/2013	<u>(4)</u>	Common Stock	10,320
Options (Right to Buy)	\$ 13.64	02/11/2013		M	27,000	02/10/2013	02/10/2020	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stipancich John K C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328			EVP, General Counsel & Secy	

Signatures

/s/ Christine E. Hermann, Attorney in Fact for John K. Stipancich

02/12/2013

__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 10, 2010.

(2) Options became exercisable in equal installments on August 26, 2006, 2007, 2008 & 2009.

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

(4) 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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