

Burke William A III
Form 4
March 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2013

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Chief Operating Officer

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

(Street)

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

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 | | M | | 34,100 | A | \$ 13.64 |
| Common Stock | 02/28/2013 | | S | | 100 | D | \$ 23.4 |
| Common Stock | 02/28/2013 | | S | | 4,100 | D | \$ 23.41 |
| Common Stock | 02/28/2013 | | S | | 2,800 | D | \$ 23.42 |
| Common Stock | 02/28/2013 | | S | | 1,890 | D | \$ 23.43 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 02/28/2013 | S | 1,510 | D | \$ 23.44 | 111,272 | D |
| Common Stock | 02/28/2013 | S | 1,100 | D | \$ 23.45 | 110,172 | D |
| Common Stock | 02/28/2013 | S | 1,810 | D | \$ 23.46 | 108,362 | D |
| Common Stock | 02/28/2013 | S | 1,691 | D | \$ 23.47 | 106,671 | D |
| Common Stock | 02/28/2013 | S | 2,809 | D | \$ 23.48 | 103,862 | D |
| Common Stock | 02/28/2013 | S | 4,190 | D | \$ 23.49 | 99,672 | D |
| Common Stock | 02/28/2013 | S | 800 | D | \$ 23.5 | 98,872 | D |
| Common Stock | 02/28/2013 | S | 1,900 | D | \$ 23.51 | 96,972 | D |
| Common Stock | 02/28/2013 | S | 1,600 | D | \$ 23.52 | 95,372 | D |
| Common Stock | 02/28/2013 | S | 1,400 | D | \$ 23.53 | 93,972 | D |
| Common Stock | 02/28/2013 | S | 700 | D | \$ 23.54 | 93,272 | D |
| Common Stock | 02/28/2013 | S | 600 | D | \$ 23.55 | 92,672 | D |
| Common Stock | 02/28/2013 | S | 500 | D | \$ 23.56 | 92,172 | D |
| Common Stock | 02/28/2013 | S | 400 | D | \$ 23.57 | 91,772 | D |
| Common Stock | 02/28/2013 | S | 100 | D | \$ 23.58 | 91,672 | D |
| Common Stock | 02/28/2013 | S | 600 | D | \$ 23.59 | 91,072 | D |
| Common Stock | 02/28/2013 | S | 1,000 | D | \$ 23.6 | 90,072 | D |
| Common Stock | 02/28/2013 | S | 600 | D | \$ 23.61 | 89,472 | D |
| Common Stock | 02/28/2013 | S | 900 | D | \$ 23.62 | 88,572 | D |
| Common Stock | 02/28/2013 | S | 900 | D | \$ 23.63 | 87,672 | D |
| | 02/28/2013 | S | 100 | D | | 87,572 | D |

Common Stock \$ 23.64

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options (Right to Buy) | \$ 13.64 | 02/28/2013 | | M | 34,100 | 02/10/2013 02/10/2020 | Common Stock | 34,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burke William A III C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328 | | | EVP, Chief Operating Officer | |

Signatures

/s/ Christine E. Hermann, Attorney in Fact for William A. Burke, III 03/04/2013

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).

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