

Martin Douglas L
Form 4
February 12, 2013

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

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)
02/08/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Executive VP, CFO

C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PARKWAY

(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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	02/08/2013		M		1,541 A \$ 24.14	3,285	D
Common Stock	02/08/2013		F		596 D \$ 24.14	2,689	D
Common Stock	02/11/2013		M		3,685 A \$ 23.94	6,374	D
Common Stock	02/11/2013		F		1,229 D \$ 23.94	5,145	D
Common Stock	02/11/2013		A		7,369 (1) A \$ 23.94	12,514	D

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Common Stock	02/11/2013	F	2,489	D	\$ 23.94	10,025	D	
Common Stock						2,213	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	<u>(2)</u>	02/08/2013		M	1,541	02/08/2013 <u>(3)</u>	Common Stock	1,541
Restricted Stock Units	<u>(2)</u>	02/11/2013		M	3,685	02/10/2013 <u>(3)</u>	Common Stock	3,685

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

02/12/2013

 **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) Each restricted stock unit was the equivalent of one share 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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