

NEWELL RUBBERMAID INC
 Form 4
 February 18, 2014

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

(Last) (First) (Middle)

C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PARKWAY

(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)
 02/14/2014

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)
 Executive VP, CFO

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	(A) or (D)	Price
Common Stock	02/14/2014		M		12,000	A	\$ 22.98
Common Stock	02/14/2014		M		12,000	A	\$ 22.38
Common Stock	02/14/2014		M		9,600	A	\$ 23.99
Common Stock	02/14/2014		M		12,000	A	\$ 23.32
Common Stock	02/14/2014		M		9,701	A	\$ 13.64

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Common Stock	02/14/2014		M	6,788	A	\$ 19.68	81,007	D	
Common Stock	02/14/2014		S	62,089	D	\$ 31.41 <u>(1)</u>	18,918	D	
Common Stock							2,421	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 22.98	02/14/2014		M	12,000	<u>(2)</u>	05/13/2014	Common Stock	12,000
Options (Right to Buy)	\$ 22.38	02/14/2014		M	12,000	<u>(3)</u>	02/10/2015	Common Stock	12,000
Options (Right to Buy)	\$ 23.99	02/14/2014		M	9,600	<u>(4)</u>	02/08/2016	Common Stock	9,600
Options (Right to Buy)	\$ 23.32	02/14/2014		M	12,000	<u>(5)</u>	02/13/2018	Common Stock	12,000
Options (Right to Buy)	\$ 13.64	02/14/2014		M	9,701		02/10/2013 02/10/2020	Common Stock	9,701
Options (Right to Buy)	\$ 19.68	02/14/2014		M	6,788		02/09/2014 02/09/2021	Common Stock	6,788

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	02/18/2014
**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) In connection with the exercise of options, the reporting person sold 62,089 shares at a weighted average price of \$31.41, at prices ranging from \$31.35 to \$31.55.
 - (2) Options became exercisable in equal installments on May 13, 2005, 2006, 2007, 2008 & 2009.
 - (3) Options became exercisable in equal installments on February 10, 2006, 2007, 2008, 2009 & 2010.
 - (4) Options became exercisable in equal installments on February 8, 2007, 2008, 2009, 2010 & 2011.
 - (5) Options became exercisable in equal installments on February 13, 2009, 2010, 2011, 2012 & 2013.

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.