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NEWELL RUBBERMAID INC
Form S-3
March 11, 2002

(As filed with the Securities and Exchange Commission
on March 11, 2002
Registration No. 333-)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NEWELL RUBBERMAID INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

36-3514169
(I.R.S. Employer
Identification No.)

Newell Center
29 East Stephenson Street
Freeport, Illinois 61032-0943
(815) 235-4171
(Address, including zip code,
and telephone number, including
area code, of registrant's
principal executive offices)

Dale L. Matschullat
Vice President - General Counsel
6833 Stalter Drive, Suite 101
Rockford, Illinois 61108
(815) 381-8114
(Name, address, including zip
code, and telephone number,
including area code, of agent
for service)

Please send copies of all communications to:

Andrew A. Kling
David McCarthy
Schiff Hardin & Waite
6600 Sears Tower
Chicago, Illinois 60606
(312) 258-5500

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this Registration
Statement

If the only securities being registered on this Form are being
offered pursuant to dividend or interest reinvestment plans, please
check the following box: []

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under
the Securities Act of 1933, other than securities offered only in

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connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration

statement number of the earlier effective registration statement for the same offering: No. 333-82829

If this Form is a post effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per unit (1) | Proposed maximum aggregate offering price (1) |
|--|-------------------------|--|---|
| Debt Securities | \$50,500,000 | 100% | \$50,500,000 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).

EXPLANATORY STATEMENT

This Registration Statement on Form S-3 relates to the registration of additional securities pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registrant's Registration Statement on Form S-3 (Registration No. 333-82829) are incorporated by reference into this Registration Statement.

Part II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

| Exhibit No. | Exhibit |
|-------------|---------|
| ----- | ----- |

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- 5.1 Opinion of Schiff Hardin & Waite
- 23.1 Consent of Arthur Andersen LLP
- 23.2 Consent of Schiff Hardin & Waite (contained in their opinion filed as Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Freeport, State of Illinois, on March 11, 2002.

NEWELL RUBBERMAID INC.

By: /s/ C.R. Davenport

Name: C.R. Davenport

Title: Vice President - Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below on by the following persons in the capacities and on the dates indicated.

Signature

Title

/s/ William P. Sovey

Chairman of the Board and Director

William P. Sovey

/s/ Joseph Galli, Jr.

President, Chief Executive Officer
and Director

Joseph Galli, Jr.

/s/ J. Patrick Robinson

Vice President - Corporate Controller
and Chief Accounting Officer

J. Patrick Robinson

/s/ William T. Alldredge

President - Corporate Development
and Chief Financial Officer

William T. Alldredge

/s/ Scott S. Cowen

Director

Scott S. Cowen

/s/ Alton F. Doody

Director

Alton F. Doody

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/s/ Daniel C. Ferguson Director

Daniel C. Ferguson

----- Director
Robert L. Katz

/s/ William D. Marohn Director

William D. Marohn

/s/ Elizabeth Cuthbert Millett Director

Elizabeth Cuthbert Millett

/s/ Cynthia A. Montgomery Director

Cynthia A. Montgomery

/s/ Allan P. Newell Director

Allan P. Newell

/s/ Gordon R. Sullivan Director

Gordon R. Sullivan