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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 28, 2009

NEWELL RUBBERMAID INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-9608 (Commission File Number)	36-3514169 (IRS Employer Identification No.)
Three Glenlake Parkway Atlanta, Georgia (Address of Principal Executive Offices)		30328 (Zip Code)

Registrant's Telephone Number, Including Area Code: (770) 418-7000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02. Results of Operations and Financial Condition.

The information in this Item 2.02, and the Exhibit attached to this Report, are furnished pursuant to Item 2.02 of Form 8-K. Consequently, such items are not deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. Such items may only be incorporated by reference in another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references this Form 8-K.

On October 28, 2009, Newell Rubbermaid Inc. (the "Company") reported its results for the fiscal quarter ended September 30, 2009. The Company's press release, dated October 28, 2009, and Additional Financial Information, is attached as Exhibit 99.1.

The press release and Additional Financial Information contain non-GAAP financial measures. For purposes of Securities and Exchange Commission Regulation G, a "non-GAAP financial measure" is a numerical measure of a registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Operating and statistical measures and certain ratios and other statistical measures are not non-GAAP financial measures. For purposes of the definition, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, the Company has provided, as a part of the press release and Additional Financial Information, a reconciliation of each of the non-GAAP financial measures to the most directly comparable GAAP financial measure.

The Company has used certain financial measures that are included in the press release and Additional Financial Information both in presenting its results to stockholders and the investment community and in its internal evaluation and management of its businesses. The Company's management believes that these measures — including those that are "non-GAAP financial measures" — and the information they provide are useful to investors since these measures:

- enable investors and analysts to compare the current non-GAAP measures with the corresponding non-GAAP measures used in the past, and
- permit investors to view the Company's performance using the same tools that Company management uses to evaluate the Company's past performance, reportable business segments and prospects for future performance and to gauge the Company's progress in achieving its stated goals.

The Company's management believes that operating income, excluding restructuring charges, as well as "Normalized" earnings and earnings per share are also useful because they provide investors with a meaningful perspective on the current underlying performance of the Company's continuing operations. The Company's management believes that free cash flow, defined by the Company as cash generated from operations less capital expenditures, is useful to investors because it is an indication of amounts of cash flow that may be available for dividends, repayment of debt and further investment in future growth initiatives. The Company's management believes that adjusted sales, as reflected in the Currency Analysis included in Exhibit 99.1, is useful to investors because it demonstrates the effect of foreign currency translation on reported sales. The Company's management believes that "Normalized" earnings per share, which excludes restructuring charges and one-time events such as tax benefits and certain other charges, is useful to investors because it permits investors to better understand year-over-year changes in underlying operating performance. Another purpose for which the Company uses "Normalized" earnings per share and free cash flow is as performance goals that help determine the amount, if any, of cash bonuses for corporate management employees and other employees under the Company's management cash bonus plan.

While the Company believes that these non-GAAP financial measures are useful in evaluating the Company's performance, this information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with GAAP. Additionally, these non-GAAP financial measures may differ from similar measures presented by other companies.

Item 7.01 Regulation FD Disclosure.

The information set forth under Item 2.02 above and in Exhibit 99.1 to this Report is also intended to be furnished under this Item 7.01 and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated October 28, 2009 issued by Newell Rubbermaid Inc., and Additional Financial Information

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWELL RUBBERMAID INC.

Date: October 28, 2009

By: /s/ Dale L. Matschullat
Dale L. Matschullat
Senior Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated October 28, 2009, issued by Newell Rubbermaid Inc., and Additional Financial Information

Exhibit 99.1

> News Release

Newell Rubbermaid Reports Third Quarter 2009 Results

Normalized EPS of $0.38, Ahead of Guidance and Prior Year Results

Gross Margin Improved 480 Basis Points to Last Year

Full Year Normalized EPS and Cash Flow Guidance Raised

ATLANTA, October 28, 2009 – Newell Rubbermaid (NYSE: NWL) today announced third quarter 2009 financial results, including normalized earnings per share, ahead of the company's guidance and prior year results. The company reported strong operating cash flow and gross margin improvement and increased its guidance for full year 2009 normalized EPS and operating cash flow.

"I am pleased that we delivered third quarter earnings and cash flow ahead of guidance despite expected revenue declines stemming from sustained challenges in the economy," said Mark Ketchum, president and chief executive officer of Newell Rubbermaid. "We are especially pleased with our gross margin improvement, which reflects continued benefits from our planned product exits as well as a more reasonable input cost environment compared with a year ago. Our successful management of costs and our ability to drive down working capital allows us to continue to make strategic SG&A investments, while raising guidance for full year normalized EPS and operating cash flow."

Net sales declined 17.7 percent to $1.45 billion in the third quarter, compared to $1.76 billion in the prior year, in line with the company's guidance of a decline in the high teens percent range. Core sales were down almost 10 percent, while planned product line exits and foreign currency translation reduced net sales by 6 percent and 2 percent, respectively.

Gross margin for the quarter was 37.4 percent, up 480 basis points from last year, as the positive impact from product line exits, moderating input costs and year-over-year pricing initiatives more than offset the effects of reduced manufacturing volumes.

Excluding Project Acceleration restructuring costs of $27.0 million in 2009 and $13.5 million in 2008, operating income was $192.3 million, or 13.3 percent of sales, in the third quarter 2009, compared to $180.4 million, or 10.2 percent of sales, in the prior year.

Normalized earnings, which exclude Project Acceleration restructuring costs, related impairment charges and associated tax effects, the dilutive impact in 2009 of the company's convertible notes, and other items, were $0.38 per diluted share, ahead of the company's guidance and compared to $0.35 per diluted share in the third quarter 2008. For the third quarter 2009, diluted earnings per share on a normalized basis excludes the impact of $0.02 per diluted share related to the conversion feature of the convertible notes issued in March 2009 and the associated hedge transactions. Other items in the third quarter 2008 include the net of tax impact of the company's purchase of a call option with respect to its $250 million of 6.35% Reset notes due 2028 for approximately $52 million, or approximately $0.13 per diluted share, as well as a tax benefit of $3.5 million, or $0.01 per diluted share. (A reconciliation of the "as reported" results to "normalized" results is included below.)

Net income, as reported on a GAAP basis, was $85.5 million, or $0.28 per diluted share. This compares to $55.0 million, or $0.20 per diluted share, in the third quarter 2008.

The company generated operating cash flow of $327.7 million during the third quarter, ahead of the company's guidance of $200 to $250 million. The improvement was driven by the increase in earnings and working capital management, particularly inventory. This compares to operating cash flow of $364.3 million in the prior year. Capital expenditures were $37.0 million in the third quarter, compared to $43.9 million last year.

A reconciliation of the third quarter 2009 and last year's results is as follows:

	Q3 2009	Q3 2008
Diluted earnings per share (as reported)	$ 0.28	$ 0.20
Project Acceleration restructuring costs and related impairment charges, net of tax	$ 0.07	$ 0.04
Convertible notes dilution	$ 0.02	$ 0.00
Other items, net of tax	$ 0.00	$ 0.12
"Normalized" EPS	$ 0.38	$ 0.35

Nine Months Results

Net sales for the nine months ended September 30, 2009 declined 17.2 percent to $4.16 billion, compared to $5.02 billion in the prior year. Foreign currency translation reduced net sales by 4 percent, while planned product line exits lowered net sales by 6 percent. Acquisitions increased net sales by 1 percent and core sales softness contributed the remainder of the net sales decline.

Gross margin was 36.7 percent, a 310 basis point improvement versus the prior year. The positive impact from planned product line exits, lower input costs and 2008 pricing actions more than offset the effect of reduced manufacturing volumes and unfavorable mix.

Normalized earnings, which exclude Project Acceleration restructuring costs, related impairment charges and associated tax effects, the dilutive impact in 2009 of the company's convertible notes, and other items, were $1.04 per diluted share, compared to $1.11 per diluted share in the prior year. For the first nine months of 2009, diluted earnings per share on a normalized basis excludes the impact of $0.03 per diluted share related to the conversion feature of the convertible notes issued in March 2009 and the associated hedge transactions. Other items for the first nine months of 2009 include one-time costs of $0.01 per diluted share incurred for the early retirement of $325 million principal amount of medium-term notes and $0.01 per diluted share of other tax adjustments. Other items in the first nine months of 2008 were the same as those for the third quarter 2008. (A reconciliation of the "as reported" results to "normalized" results is included below.)

Net income, as reported on a GAAP basis, was $224.9 million, or $0.78 per diluted share. This compares to $204.4 million, or $0.73 per diluted share, in the prior year.

The company generated operating cash flow of $415.7 million during the first nine months of 2009, compared to $243.0 million in the prior year. Capital expenditures were $107.7 million, compared to $122.1 million in the prior year.

A reconciliation of the first nine months 2009 and last year's results is as follows:

	YTD Q3 2009	YTD Q3 2008
Diluted earnings per share (as reported)	$ 0.78	$ 0.73
Project Acceleration restructuring costs and related impairment charges, net of tax	$ 0.22	$ 0.25
Convertible notes dilution	$ 0.03	$ 0.00
Other items, net of tax	$ 0.02	$ 0.12
"Normalized" EPS	$ 1.04	$ 1.11

2009 Full Year Guidance

The company continues to expect net sales for the full year will be at the unfavorable end of its guidance of a 10 to 15 percent decline. Core sales are expected to decline in the high single digit percent range. Product line exits are expected to contribute 4 to 6 percent of the sales decline and foreign currency translation is expected to reduce sales by 2 percent. Acquisitions are expected to contribute about 1 percent of sales growth.

The company is raising its guidance for normalized EPS to a range of $1.27 to $1.32 per diluted share and for operating cash flow to approximately $550 million, which is net of approximately $100 million in restructuring cash payments.

2009 Fourth Quarter Guidance

The company anticipates net sales will decline 2 to 4 percent for the fourth quarter 2009. Core sales are expected to be flat to slightly negative for the fourth quarter and product line exits are projected to reduce sales another 3 to 5 percent. Foreign currency translation is expected to increase sales by approximately 2 percent. The company expects normalized earnings of $0.23 to $0.28 per diluted share and operating cash flow of approximately $135 million.

> News Release

A reconciliation of the fourth quarter and full year 2009 earnings outlook is as follows:

	Q4 2009	FY 2009
Diluted earnings per share	$ 0.16 to $0.21	$ 0.93 to $0.98
Project Acceleration restructuring costs and related impairment charges, net of tax	$ 0.06 to $0.09	$ 0.28 to $0.31
Convertible notes dilution	—	$ 0.03
Other items, net of tax	—	$ 0.02
“Normalized” EPS	$ 0.23 to $0.28	$ 1.27 to $1.32

The impacts of the other items for the full year 2009 earnings outlook include only charges incurred during the first nine months of 2009. The impact of the convertible notes dilution of $0.03 represents the dilution through the first nine months of 2009 only. No provision is made for potential dilution from the conversion feature of the convertible notes and the associated hedge transactions in the fourth quarter of 2009.

Conference Call

The company’s third quarter 2009 earnings conference call is scheduled for today, October 28, 2009, at 10:00 am ET. To listen to the webcast, use the link provided under Events & Presentations in the Investor Relations section of Newell Rubbermaid’s Web site at www.newellrubbermaid.com. The webcast will be available for replay for two weeks. A brief supporting slide presentation will be available prior to the call under Quarterly Earnings in the Investor Relations section on the company’s Web site.

Non-GAAP Financial Measures

This release contains non-GAAP financial measures within the meaning of Regulation G promulgated by the Securities and Exchange Commission. Included in this release is a reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated in accordance with GAAP.

About Newell Rubbermaid

Newell Rubbermaid Inc., an S&P 500 company, is a global marketer of consumer and commercial products with sales of approximately $6 billion and a strong portfolio of brands, including Rubbermaid®, Sharpie®, Graco®, Calphalon®, Irwin®, Lenox®, Levolor®, Paper Mate®, Dymo® , Waterman®, Parker®, Goody®, Technical Concepts™ and Aprica®.

This press release and additional information about Newell Rubbermaid are available on the company’s Web site, www.newellrubbermaid.com.

> **News Release**

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Caution Concerning Forward-Looking Statements

Statements in this press release that are not historical in nature constitute forward-looking statements. These forward-looking statements relate to information or assumptions about the effects of sales, income/(loss), earnings per share, operating income or gross margin improvements or declines, Project Acceleration, capital and other expenditures, cash flow, dividends, restructuring costs, costs and cost savings, inflation or deflation, particularly with respect to commodities such as oil and resin, debt ratings, and management's plans, projections and objectives for future operations and performance. These statements are accompanied by words such as "anticipate," "expect," "project," "will," "believe," "estimate" and similar expressions. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, our dependence on the strength of retail, commercial and industrial sectors of the economy in light of the global economic slowdown; currency fluctuations; competition with other manufacturers and distributors of consumer products; major retailers' strong bargaining power; changes in the prices of raw materials and sourced products and our ability to obtain raw materials and sourced products in a timely manner from suppliers; our ability to develop innovative new products and to develop, maintain and strengthen our end-user brands; our ability to expeditiously close facilities and move operations while managing foreign regulations and other impediments; our ability to implement successfully information technology solutions throughout our organization; our ability to improve productivity and streamline operations; our ability to refinance short-term debt on terms acceptable to us, particularly given the recent turmoil and uncertainty in the global credit markets; changes to our credit ratings; significant increases in the funding obligations related to our pension plans due to declining asset values or otherwise; the imposition of tax liabilities greater than our provisions for such matters; the risks inherent in our foreign operations and those factors listed in the company's most recent quarterly report on Form 10-Q, and exhibit 99.1 thereto, filed with the Securities and Exchange Commission. Changes in such assumptions or factors could produce significantly different results. The information contained in this news release is as of the date indicated. The company assumes no obligation to update any forward-looking statements contained in this news release as a result of new information or future events or developments.

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Newell Rubbermaid Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in millions, except per share data)

Reconciliation of “As Reported” Results to “Normalized” Results

	Three Months Ended September 30,						
	2009			2008(1)			
	As Reported	Excluded Items (2)	Normalized	As Reported	Excluded Items (3)	Normalized	YOY % Change
Net sales	$1,449.0	$ —	$ 1,449.0	$1,760.3	$ —	$ 1,760.3	(17.7)%
Cost of products sold	906.4	—	906.4	1,185.6	—	1,185.6	
GROSS MARGIN	542.6	—	542.6	574.7	—	574.7	(5.6)%
% of sales	37.4%		37.4%	32.6%		32.6%	
Selling, general & administrative expenses	350.3	—	350.3	394.3	—	394.3	(11.2)%
% of sales	24.2%		24.2%	22.4%		22.4%	
Restructuring costs	27.0	(27.0)	—	13.5	(13.5)	—	
OPERATING INCOME	165.3	27.0	192.3	166.9	13.5	180.4	6.6%
% of sales	11.4%		13.3%	9.5%		10.2%	
Nonoperating expenses:							
Interest expense, net	35.7	—	35.7	38.8	—	38.8	
Other expense, net	0.6	—	0.6	54.8	(52.2)	2.6	
	36.3	—	36.3	93.6	(52.2)	41.4	(12.3)%
INCOME BEFORE INCOME TAXES	129.0	27.0	156.0	73.3	65.7	139.0	12.2%
% of sales	8.9%		10.8%	4.2%		7.9%	
Income taxes	43.5	6.3	49.8	17.7	21.8	39.5	26.1%
Effective rate	33.7%		31.9%	24.1%		28.4%	
NET INCOME	85.5	20.7	106.2	55.6	43.9	99.5	
NET INCOME NONCONTROLLING INTERESTS	—	—	—	0.6	—	0.6	
NET INCOME CONTROLLING INTEREST	$ 85.5	$ 20.7	$ 106.2	$ 55.0	$ 43.9	$ 98.9	7.4%
% of sales	5.9%		7.3%	3.1%		5.6%	
EARNINGS PER SHARE:							
Basic	$ 0.30	$ 0.08	$ 0.38	$ 0.20	$ 0.15	$ 0.35	
Diluted	$ 0.28	$ 0.10	$ 0.38	$ 0.20	$ 0.15	$ 0.35	
AVERAGE SHARES OUTSTANDING:							
Basic	280.8		280.8	279.9		279.9	
Diluted	301.8		282.5	279.9		279.9	

(1) Earnings per share in 2008 has been adjusted to give effect to the retrospective adoption of an accounting standard that requires all outstanding securities with rights to receive non-forfeitable dividends to be considered an outstanding share, without regard to whether the shares are earned in the future pursuant to vesting conditions or otherwise.

(2) Items excluded from “normalized” results for 2009 consist of $27.0 million of restructuring costs, including asset impairment charges and employee termination and other costs, and the associated tax effects, as well as the dilutive impact of the convertible notes and related hedge transactions entered into during the first quarter of 2009.

(3) Items excluded from “normalized” results for 2008 consist of $13.5 million of restructuring costs, including asset impairment charges and employee termination and other costs, and the associated tax effects, the net of tax impact of the cost to purchase a call option for $52.2 million associated with the extinguishment of $250 million of medium-term Reset notes, and one-time tax benefits of $3.5 million.

Newell Rubbermaid Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in millions, except per share data)

Reconciliation of "As Reported" Results to "Normalized" Results

	Nine Months Ended September 30,						
	2009			2008(1)			
	As Reported	Excluded Items (2)	Normalized	As Reported	Excluded Items (3)	Normalized	YOY % Change
Net sales	$4,157.2	$ —	$ 4,157.2	$5,019.1	$ —	$ 5,019.1	(17.2)%
Cost of products sold	2,633.5	—	2,633.5	3,330.7	—	3,330.7	
GROSS MARGIN	1,523.7	—	1,523.7	1,688.4	—	1,688.4	(9.8)%
% of sales	36.7%		36.7%	33.6%		33.6%	
Selling, general & administrative expenses	991.1	—	991.1	1,148.2	—	1,148.2	(13.7)%
% of sales	23.8%		23.8%	22.9%		22.9%	
Restructuring costs	87.0	(87.0)	—	101.3	(101.3)	—	
OPERATING INCOME	445.6	87.0	532.6	438.9	101.3	540.2	(1.4)%
% of sales	10.7%		12.8%	8.7%		10.8%	
Nonoperating expenses:							
Interest expense, net	106.6	—	106.6	103.3	—	103.3	
Other expense (income), net	2.5	(4.7)	(2.2)	55.0	(52.2)	2.8	
	109.1	(4.7)	104.4	158.3	(52.2)	106.1	(1.6)%
INCOME BEFORE INCOME TAXES	336.5	91.7	428.2	280.6	153.5	434.1	(1.4)%
% of sales	8.1%		10.3%	5.6%		8.6%	
Income taxes	111.6	23.0	134.6	74.3	49.1	123.4	9.1%
Effective rate	33.2%		31.4%	26.5%		28.4%	
INCOME FROM CONTINUING OPERATIONS	224.9	68.7	293.6	206.3	104.4	310.7	(5.5)%
Discontinued operations, net of tax:							
Net loss	—	—	—	(0.5)	0.5	—	
NET INCOME	224.9	68.7	293.6	205.8	104.9	310.7	
NET INCOME NONCONTROLLING INTERESTS	—	—	—	1.4	—	1.4	
NET INCOME CONTROLLING INTEREST	$ 224.9	$ 68.7	$ 293.6	$ 204.4	$ 104.9	$ 309.3	(5.1)%
% of sales	5.4%		7.1%	4.1%		6.2%	
EARNINGS PER SHARE FROM CONTINUING OPERATIONS:							
Basic	$ 0.80	$ 0.25	$ 1.05	$ 0.73	$ 0.38	$ 1.11	
Diluted	$ 0.78	$ 0.26	$ 1.04	$ 0.73	$ 0.38	$ 1.11	
LOSS PER SHARE FROM DISCONTINUED OPERATIONS:							
Basic	$ —	$ —	$ —	$ (0.00)	$ 0.00	$ —	
Diluted	$ —	$ —	$ —	$ (0.00)	$ 0.00	$ —	
EARNINGS PER SHARE:							
Basic	$ 0.80	$ 0.25	$ 1.05	$ 0.73	$ 0.38	$ 1.11	
Diluted	$ 0.78	$ 0.26	$ 1.04	$ 0.73	$ 0.38	$ 1.11	
AVERAGE SHARES OUTSTANDING:							
Basic	280.7		280.7	279.8		279.8	
Diluted	289.7		281.6	279.9		279.9	

(1) Earnings per share in 2008 has been adjusted to give effect to the retrospective adoption of an accounting standard that requires all outstanding securities with rights to receive non-forfeitable dividends to be considered an outstanding share, without regard to whether the shares are earned in the future pursuant to vesting conditions or otherwise.

(2) Items excluded from "normalized" results for 2009 consist of $87.0 million of restructuring costs, including asset impairment charges and employee termination and other costs, and the associated tax effects, $4.7 million of debt extinguishment charges, net of tax effects, as well as the dilutive impact of the convertible notes and related hedge transactions entered into during the first quarter of 2009.

(3) Items excluded from "normalized" results for 2008 consist of $101.3 million of restructuring costs, including asset impairment charges and employee termination and other costs, and the associated tax effects, the net of tax impact of the cost to purchase a call option for $52.2 million associated with the extinguishment of $250 million of medium-term Reset notes, one-time tax benefits of $3.5 million, and a $0.5 million net loss related to discontinued operations.

Newell Rubbermaid Inc.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(in millions)

	September 30, 2009	September 30, 2008 (1)
Assets:		
Cash and cash equivalents	$ 313.0	$ 220.6
Accounts receivable, net	943.7	1,144.8
Inventories, net	783.5	1,060.7
Deferred income taxes	128.7	129.6
Prepaid expenses and other	93.5	122.3
Total Current Assets	2,262.4	2,678.0
Property, plant and equipment, net	596.9	656.0
Deferred income taxes	20.5	—
Goodwill	2,759.4	3,034.8
Other intangible assets, net	647.7	656.8
Other assets	336.4	232.7
Total Assets	$ 6,623.3	$ 7,258.3
Liabilities and Stockholders' Equity:		
Accounts payable	$ 454.1	$ 608.1
Accrued compensation	148.5	112.3
Other accrued liabilities	694.5	825.9
Income taxes payable	—	36.1
Short-term debt	74.0	27.3
Current portion of long-term debt	560.3	542.4
Total Current Liabilities	1,931.4	2,152.1
Long-term debt	2,032.6	2,296.7
Deferred income taxes	—	38.7
Other non-current liabilities	817.9	564.4
Stockholders' Equity — Parent	1,837.9	2,203.9
Stockholders' Equity — Noncontrolling Interests	3.5	2.5
Total Stockholders' Equity	1,841.4	2,206.4
Total Liabilities and Stockholders' Equity	$ 6,623.3	$ 7,258.3

(1) The September 30, 2008 Consolidated Balance Sheet reflects the retrospective adoption of certain accounting pronouncements which resulted in the reclassification of $2.5 million from Other non-current liabilities to Stockholders' Equity-Noncontrolling Interests as well as a reclassification to increase Other accrued liabilities by $28.2 million with a corresponding reduction in Stockholders' Equity-Parent.

Newell Rubbermaid Inc.
CONSOLIDATED STATEMENTS OF CASH FLOW (UNAUDITED)
(in millions)

	Nine Months Ended September 30, 2009	2008
Operating Activities:		
Net income controlling interest	$ 224.9	$ 204.4
Adjustments to reconcile net income controlling interest to net cash provided by operating activities:		
Depreciation and amortization	129.6	137.5
Deferred income taxes	11.2	23.8
Non-cash restructuring costs	24.2	45.3
Loss on sale of assets	0.1	—
Stock-based compensation expense	25.9	27.5
Loss on disposal of discontinued operations	—	0.5
Other	19.9	50.4
Changes in operating assets and liabilities, excluding the effects of acquisitions:		
Accounts receivable	49.6	36.9
Inventories	153.7	(85.4)
Accounts payable	(87.6)	(44.5)
Accrued liabilities and other	(135.8)	(151.2)
Discontinued operations	—	(2.2)
Net cash provided by operating activities	$ 415.7	$ 243.0
Investing Activities:		
Acquisitions, net of cash acquired	$ (13.2)	$ (660.4)
Capital expenditures	(107.7)	(122.1)
Proceeds from sale of non-current assets	6.9	6.4
Net cash used in investing activities	$ (114.0)	$ (776.1)
Financing Activities:		
Proceeds from issuance of debt, net of debt issuance costs	$ 827.3	$ 1,317.6
Proceeds from issuance of warrants	32.7	—
Purchase of call options	(69.0)	—
Payments on notes payable and debt	(969.3)	(711.0)
Cash dividends	(57.3)	(176.1)
Purchase of noncontrolling interests in consolidated subsidiaries	(29.0)	—
Other, net	(4.4)	(2.5)
Net cash (used in) provided by financing activities	$ (269.0)	$ 428.0
Currency rate effect on cash and cash equivalents	$ 4.9	$ (3.5)
Increase (decrease) in cash and cash equivalents	$ 37.6	$ (108.6)
Cash and cash equivalents at beginning of period	275.4	329.2
Cash and cash equivalents at end of period	$ 313.0	$ 220.6

Newell Rubbermaid Inc.
Financial Worksheet
(In Millions)

	2009					2008					Year-over-year changes			
		Reconciliation (1)					Reconciliation (1)				Net Sales		Normalized OI (2)	
	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	$	%	$	%
Q1:														
Home & Family	$ 557.7	$ 60.3	$ —	$ 60.3	10.8%	$ 608.2	$ 53.4	$ —	$ 53.4	8.8%	$ (50.5)	(8.3)%	$ 6.9	12.9%
Office Products	318.2	31.1	—	31.1	9.8%	418.3	33.9	—	33.9	8.1%	(100.1)	(23.9)%	(2.8)	(8.3)%
Tools, Hardware & Commercial Products	328.0	38.0	—	38.0	11.6%	407.2	61.0	—	61.0	15.0%	(79.2)	(19.4)%	(23.0)	(37.7)%
Restructuring Costs		(30.5)	30.5	—			(18.4)	18.4	—					
Corporate		(18.1)	—	(18.1)			(18.8)	—	(18.8)				0.7	3.7%
Total	$ 1,203.9	$ 80.8	$ 30.5	$ 111.3	9.2%	$ 1,433.7	$ 111.1	$ 18.4	$ 129.5	9.0%	$(229.8)	(16.0)%	$ (18.2)	(14.1)%

	2009					2008					Year-over-year changes			
		Reconciliation (1)					Reconciliation (1)				Net Sales		Normalized OI (2)	
	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	$	%	$	%
Q2:														
Home & Family	$ 617.2	$ 80.4	$ —	$ 80.4	13.0%	$ 717.6	$ 69.6	$ —	$ 69.6	9.7%	$(100.4)	(14.0)%	$ 10.8	15.5%
Office Products	496.9	99.2	—	99.2	20.0%	609.2	101.7	—	101.7	16.7%	(112.3)	(18.4)%	(2.5)	(2.5)%
Tools, Hardware & Commercial Products	390.2	67.6	—	67.6	17.3%	498.3	80.2	—	80.2	16.1%	(108.1)	(21.7)%	(12.6)	(15.7)%
Restructuring Costs		(29.5)	29.5	—			(69.4)	69.4	—					
Corporate		(18.2)	—	(18.2)			(21.2)	—	(21.2)				3.0	14.2%
Total	$ 1,504.3	$ 199.5	$ 29.5	$ 229.0	15.2%	$ 1,825.1	$ 160.9	$ 69.4	$ 230.3	12.6%	$(320.8)	(17.6)%	$ (1.3)	(0.6)%

	2009					2008					Year-over-year changes			
		Reconciliation (1)					Reconciliation (1)				Net Sales		Normalized OI (2)	
	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	$	%	$	%
Q3:														
Home & Family	$ 596.8	83.9		$ 83.9	14.1%	$ 712.9	$ 60.2	$ —	$ 60.2	8.4%	$(116.1)	(16.3)%	$ 23.7	39.4%
Office Products	448.4	53.9		53.9	12.0%	536.0	60.3	—	60.3	11.3%	(87.6)	(16.3)%	(6.4)	(10.6)%
Tools, Hardware & Commercial Products	403.8	75.3		75.3	18.6%	511.4	81.5	—	81.5	15.9%	(107.6)	(21.0)%	(6.2)	(7.6)%
Restructuring Costs		(27.0)	27.0	—			(13.5)	13.5	—					
Corporate		(20.8)	—	(20.8)			(21.6)	—	(21.6)				0.8	3.7%
Total	$ 1,449.0	$ 165.3	$ 27.0	$ 192.3	13.3%	$ 1,760.3	$ 166.9	$ 13.5	$ 180.4	10.2%	$(311.3)	(17.7)%	$ 11.9	6.6%

	2009					2008					Year-over-year changes			
		Reconciliation (1)					Reconciliation (1)				Net Sales		Normalized OI (2)	
	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	Net Sales	Reported OI	Excluded Items	Normalized OI	Operating Margin	$	%	$	%
YTD:														
Home & Family	$ 1,771.7	$ 224.6	$ —	$ 224.6	12.7%	$ 2,038.7	$ 183.2	$ —	$ 183.2	9.0%	$(267.0)	(13.1)%	$ 41.4	22.6%
Office Products	1,263.5	184.2	—	184.2	14.6%	1,563.5	195.9	—	195.9	12.5%	(300.0)	(19.2)%	(11.7)	(6.0)%
Tools, Hardware & Commercial Products	1,122.0	180.9	—	180.9	16.1%	1,416.9	222.7	—	222.7	15.7%	(294.9)	(20.8)%	(41.8)	(18.8)%
Restructuring Costs		(87.0)	87.0	—			(101.3)	101.3	—					
Corporate		(57.1)	—	(57.1)			(61.6)	—	(61.6)				4.5	7.3%
Total	$ 4,157.2	$ 445.6	$ 87.0	$ 532.6	12.8%	$ 5,019.1	$ 438.9	$ 101.3	$ 540.2	10.8%	$(861.9)	(17.2)%	$ (7.6)	(1.4)%

(1) Excluded items are related to restructuring charges.

(2) Excluding restructuring charges.

Newell Rubbermaid Inc.
Calculation of Free Cash Flow (1)

	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008
Free Cash Flow (in millions):		
Net cash provided by operating activities	$ 327.7	$ 364.3
Capital expenditures	(37.0)	(43.9)
Free Cash Flow	$ 290.7	$ 320.4

	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
Free Cash Flow (in millions):		
Net cash provided by operating activities	$ 415.7	$ 243.0
Capital expenditures	(107.7)	(122.1)
Free Cash Flow	$ 308.0	$ 120.9

(1) Free Cash Flow is defined as cash flow provided by operating activities less capital expenditures.

Newell Rubbermaid Inc.
Three Months Ended September 30, 2009
In Millions

Currency Analysis

	2009			2008	Year-Over-Year (Decrease) Increase		
	Sales as Reported	Currency Impact	Adjusted Sales	Sales as Reported	Excluding Currency	Including Currency	Currency Impact
By Segment							
Home & Family	$ 596.8	$ 7.3	$ 604.1	$ 712.9	(15.3)%	(16.3)%	(1.0)%
Office Products	448.4	18.4	466.8	536.0	(12.9)%	(16.3)%	(3.4)%
Tools, Hardware & Commercial Products	403.8	10.9	414.7	511.4	(18.9)%	(21.0)%	(2.1)%
Total Company	$1,449.0	$ 36.6	$1,485.6	$1,760.3	(15.6)%	(17.7)%	(2.1)%
By Geography							
United States	$1,008.8	$ —	$1,008.8	$1,224.3	(17.6)%	(17.6)%	0.0%
Canada	91.8	6.8	98.6	113.5	(13.1)%	(19.1)%	(6.0)%
	1,100.6	6.8	1,107.4	1,337.8	(17.2)%	(17.7)%	(0.5)%
Europe, Middle East, and Africa	196.4	21.3	217.7	255.5	(14.8)%	(23.1)%	(8.3)%
Latin America	74.0	9.2	83.2	77.7	7.1%	(4.8)%	(11.8)%
Asia Pacific	78.0	(0.7)	77.3	89.3	(13.4)%	(12.7)%	0.8%
Total Company	$1,449.0	$ 36.6	$1,485.6	$1,760.3	(15.6)%	(17.7)%	(2.1)%

Newell Rubbermaid Inc.
Nine Months Ended September 30, 2009
In Millions

Currency Analysis

	2009			2008	Year-Over-Year (Decrease) Increase		
	Sales as Reported	Currency Impact	Adjusted Sales	Sales as Reported	Excluding Currency	Including Currency	Currency Impact
By Segment							
Home & Family	$1,771.7	$ 43.0	$1,814.7	$2,038.7	(11.0)%	(13.1)%	(2.1)%
Office Products	1,263.5	84.1	1,347.6	1,563.5	(13.8)%	(19.2)%	(5.4)%
Tools, Hardware & Commercial Products	1,122.0	50.8	1,172.8	1,416.9	(17.2)%	(20.8)%	(3.6)%
Total Company	$4,157.2	$ 177.9	$4,335.1	$5,019.1	(13.6)%	(17.2)%	(3.5)%
By Geography							
United States	$2,941.7	$ —	$2,941.7	$3,470.3	(15.2)%	(15.2)%	0.0%
Canada	238.8	36.6	275.4	319.2	(13.7)%	(25.2)%	(11.5)%
	3,180.5	36.6	3,217.1	3,789.5	(15.1)%	(16.1)%	(1.0)%
Europe, Middle East, and Africa	564.8	97.3	662.1	773.3	(14.4)%	(27.0)%	(12.6)%
Latin America	189.4	32.6	222.0	210.3	5.6%	(9.9)%	(15.5)%
Asia Pacific	222.5	11.4	233.9	246.0	(4.9)%	(9.6)%	(4.6)%
Total Company	$4,157.2	$ 177.9	$4,335.1	$5,019.1	(13.6)%	(17.2)%	(3.5)%

Newell Rubbermaid
Brands That Matter

Q3 2009 Earnings Call Presentation

October 28, 2009

Forward-Looking Statement

Statements in this presentation that are not historical in nature constitute forward-looking statements. These forward-looking statements relate to information or assumptions about the effects of sales, income/(loss), earnings per share, operating income or gross margin improvements or declines, Project Acceleration, capital and other expenditures, cash flow, dividends, restructuring costs, costs and cost savings, inflation or deflation, particularly with respect to commodities such as oil and resin, debt ratings, and management's plans, projections and objectives for future operations and performance. These statements are accompanied by words such as "anticipate," "expect," "project," "will," "believe," "estimate" and similar expressions. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, our dependence on the strength of retail, commercial and industrial sectors of the economy in light of the global economic slowdown; currency fluctuations; competition with other manufacturers and distributors of consumer products; major retailers' strong bargaining power; changes in the prices of raw materials and sourced products and our ability to obtain raw materials and sourced products in a timely manner from suppliers; our ability to develop innovative new products and to develop, maintain and strengthen our end-user brands; our ability to expeditiously close facilities and move operations while managing foreign regulations and other impediments; our ability to implement successfully information technology solutions throughout our organization; our ability to improve productivity and streamline operations; our ability to refinance short-term debt on terms acceptable to us, particularly given the recent turmoil and uncertainty in the global credit markets; changes to our credit ratings; significant increases in the funding obligations related to our pension plans due to declining asset values or otherwise; the imposition of tax liabilities greater than our provisions for such matters; the risks inherent in our foreign operations and those factors listed in the company’s most recent quarterly report on Form 10-Q, and exhibit 99.1 thereto, filed with the Securities and Exchange Commission. Changes in such assumptions or factors could produce significantly different results. The information contained in this presentation is as of the date indicated. The company assumes no obligation to update any forward-looking statements contained in this presentation as a result of new information or future events or developments.

Q3 2009 Summary

- **“Normalized” EPS of $0.38 Ahead of Guidance ($0.25 to $0.35) and Driven by Strong Gross Margin Expansion, SG&A Management**

- **Operating Cash Flow of $328 Million (Including a $75 Million Pension Contribution) Significantly Above of Guidance of $200 to $250 Million; Higher Earnings, Inventory Reductions and Accounts Receivable Management Led the Strong Performance**

- **Gross Margin Expansion of 480 Basis Points to 37.4%**
  - **Favorable impact of planned product line exits, moderating input costs and year over-year-pricing initiatives more than offset the effects of reduced production volumes**

- **Net Sales Decline of 17.7% with Core Sales Softness of Almost 10% (in line with guidance); the Balance of the Decline from Foreign Currency (-2%) and Planned Product Line Exits (-6%)**

Q3 Sales: Percent Change by Segment

Newell Rubbermaid
Brands That Matter

	H&F	OP	TH&C	Total
Core Sales	< 5 >	< 7 >	< 19 >	< 10 >
Product Line Exits	< 10 >	< 6 >	-	< 6 >
Currency Translation	< 1 >	< 3 >	< 2 >	< 2 >
Total	< 16 >	< 16 >	< 21 >	< 18 >

FY 2009 Guidance

	Guidance [1]
Net Sales Growth	Unfavorable end of - 10 to - 15%
Core Sales Decline	- High single digit %
Product Line Exits	- 4 to - 6%
Currency Translation	- 2%
Acquisitions	+ 1%
"Normalized" EPS [2]	$1.27 to $1.32
Cash Flow from Operations	$550 million
Capital Expenditures	$150 million

[1] Reflects guidance communicated in Q3 2009 Earnings Release and Earnings Call

[2] See reconciliation on page 10

Q4 2009 Guidance

Newell Rubbermaid
Brands That Matter

	Guidance [1]
Net Sales Growth	- 2 to - 4%
Core Sales Decline	Flat to - low single digit %
Product Line Exits	- 3 to - 5%
Currency Translation	+ 2%
"Normalized" EPS [2]	$0.23 to $0.28
Cash Flow from Operations	About $135 million

[1] Reflects guidance communicated in Q3 2009 Earnings Release and Earnings Call

[2] See reconciliation on page 10

Appendix

Reconciliation: Q3 2009 and Q3 2008 “Normalized” EPS

	Q3 2009	Q3 2008
Diluted earnings per share (as reported):	$0.28	$0.20
Project Acceleration restructuring costs, net of tax [1]	$0.07	$0.04
Convertible notes dilution	$0.02	$0.00
Other items, net of tax [2]	$0.00	$0.12
"Normalized" EPS:	$0.38	$0.35

Totals may not foot due to rounding.

[1] Restructuring costs include impairment charges, employee termination benefits and other costs associated with Project Acceleration, and the related tax effects.

[2] Other items in the third quarter 2008 include the net of tax impact of the company’s purchase of a call option with respect to its $250 million of 6.35% Reset notes due 2028 for approximately $52 million, or approximately $0.13 per diluted share, as well as a tax benefit of $3.5 million, or $0.01 per diluted share.

Reconciliation: YTD Q3 2009 and YTD Q3 2008 "Normalized" EPS

	YTD Q3 2009	YTD Q3 2008
Diluted earnings per share (as reported):	$0.78	$0.73
Project Acceleration restructuring costs, net of tax [1]	$0.22	$0.25
Convertible notes dilution	$0.03	$0.00
Other items, net of tax [2]	$0.02	$0.12
"Normalized" EPS:	$1.04	$1.11

Totals may not foot due to rounding.

[1] Restructuring costs include impairment charges, employee termination benefits and other costs associated with Project Acceleration, and the related tax effects.

[2] Other items for the first nine months of 2009 include one-time costs of $0.01 per diluted share incurred for the early retirement of $325 million principal amount of medium-term notes and $0.01 per diluted share of other tax adjustments. Other items for the first nine months of 2008 are the same as those for the third quarter of 2008.

Reconciliation: Q4 2009 and FY 2009 Guidance for "Normalized" EPS

	Q4 2009	FY 2009
Diluted earnings per share (as reported):	$0.16 to $0.21	$0.93 to $0.98
Project Acceleration restructuring costs, net of tax [1]	$0.06 to $0.09	$0.28 to $0.31
Convertible notes dilution [2]	$0.00	$0.03
Other items, net of tax [3]	$0.00	$0.02
"Normalized" EPS:	$0.23 to $0.28	$1.27 to $1.32

[1] Restructuring costs include impairment charges, employee termination benefits and other costs associated with Project Acceleration, and the related tax effects.

[2] The convertible notes dilution of $0.03 per diluted share represents the dilution through the first nine months of 2009 only. No provision is made for potential dilution from the conversion feature of the convertible notes in the fourth quarter of 2009.

[3] Other items for the full year 2009 reflect the year-to-date costs of $0.01 per diluted share incurred for the early retirement of $325 million principal amount of medium-term notes and $0.01 per diluted share of other tax adjustments.

Reconciliation: Q3 2009 and Q3 2008 Operating Income to Operating Income Excluding Charges

$ millions

	Q3 2009	Q3 2008
Net Sales	$1,449.0	$1,760.3
Operating Income (as reported)	$165.3	$166.9
Project Acceleration Restructuring Costs [1]	$27.0	$13.5
Operating Income (excluding charges)	$192.3	$180.4
Operating Income (excluding charges), as a Percent of Net Sales	13.3%	10.2%

[1] Restructuring costs include impairment charges, employee termination benefits and other costs associated with Project Acceleration.

Reconciliation: YTD Q3 2009 and YTD Q3 2008 Operating Income to Operating Income Excluding Charges

$ millions

	YTD Q3 2009	YTD Q3 2008
Net Sales	$4,157.2	$5,019.1
Operating Income (as reported)	$445.6	$438.9
Project Acceleration Restructuring Costs [1]	$87.0	$101.3
Operating Income (excluding charges)	$532.6	$540.2
Operating Income (excluding charges), as a Percent of Net Sales	12.8%	10.8%

[1] Restructuring costs include impairment charges, employee termination benefits and other costs associated with Project Acceleration.

Reconciliation: Q3 2009 and Q3 2008 Free Cash Flow

$ millions

	Q3 2009	Q3 2008
Cash Flow From Operations	$327.7	$364.3
Capital Expenditures	($37.0)	($43.9)
Free Cash Flow	$290.7	$320.4