

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>POLK MICHAEL B</u> (Last) (First) (Middle) <u>C/O NEWELL RUBBERMAID INC.</u> <u>3 GLENLAKE PKWY.</u> (Street) <u>ATLANTA GA 30328</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC [NWL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/09/2015</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/09/2015		M		99,884 ⁽¹⁾⁽²⁾	A	\$37.65	422,122	D	
Common Stock	02/09/2015		F		47,916 ⁽¹⁾	D	\$37.65	374,206	D	
Common Stock	02/09/2015		A		419,513 ⁽³⁾	A	\$37.65	793,719	D	
Common Stock	02/09/2015		F		217,518	D	\$37.65	317,226 ⁽⁴⁾	D	
Common Stock								28,800 ⁽⁵⁾	I	Michael B. Polk December 2012 3-year GRAT
Common Stock								75,875 ⁽⁵⁾	I	Michael B. Polk December 2012 5-year GRAT
Common Stock								86,144 ⁽⁵⁾	I	Michael B. Polk December 2013 3-year GRAT
Common Stock								125,000 ⁽⁶⁾	I	Michael B. Polk May 2015 3-year GRAT

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	⁽⁷⁾	02/09/2015		M			99,884	02/09/2015	⁽⁸⁾	Common Stock	99,884	\$0	0	D	

Explanation of Responses:

1. This Amended Form 4 is being filed solely to reflect a tax adjustment to the number of shares withheld. Due to an administrative error 3,387 shares of Newell Rubbermaid Inc. Common Stock were over-withheld in the reported transaction. Upon discovery of the error these shares were credited to the reporting person's account and reflected in the reporting person's total direct ownership.
2. Acquired on vesting of time-based restricted stock units previously granted on February 8, 2012.
3. Acquired upon vesting of performance-based restricted stock units previously granted on February 8, 2012.
4. Reflects the distribution of shares of common stock from GRATs. Also reflects the contribution of 125,000 shares of common stock to a 3-year GRAT established in May 2015. The distributions and contribution qualify as only a change in the form of the Reporting Person's beneficial ownership, and as such, have not been previously reported. Also, reflects the previously reported sale of 150,000 shares on February 10, 2015.
5. Reflects the distribution of shares of common stock from this GRAT. This distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and as such, has not been previously reported.
6. Reflects the contribution of 125,000 shares of common stock to a 3-year GRAT established in May 2015. This contribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and as such, has not been previously reported.
7. Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid Inc. common stock.
8. N/A

Remarks:

[/s/ Michael R. Peterson,](#)
[Attorney in Fact for Michael B. 12/29/2015](#)
[Polk](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.