SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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		

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>NEWELL BRANDS INC</u> [NWL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Conroy Kevin C.</u>				X	Director	10% Owner		
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/14/2016		Officer (give title below)	Other (specify below)		
6655 PEACHTREE DUNWOODY ROAD		(ROAD	4. If Amendment, Date of Original Filed (Month/Day/Year)	6 Indiv	dividual or Joint/Group Filing (Check Applicable			
				Line)				
(Street)				X	Form filed by One Report	ting Person		
ATLANTA	GA	30328			Form filed by More than C Person	One Reporting		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	04/14/2016		М		3,287	Α	\$44.19	23,531	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

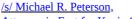
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities 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	Amount or Number of Shares				
Restricted Stock Units	(1)	04/14/2016		М			3,287	04/14/2016	(2)	Common Stock	3,287	\$0	0	D	

Explanation of Responses:

1. Each restricted stock unit is the economic equivalent of one share of Newell Brands Inc. common stock.

2. N/A

Remarks:



Attorney in Fact for Kevin C. 04/18/2016 Conroy Date

** Signature of Reporting Person

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.