

As filed with the Securities and Exchange Commission on
 October 23, 1997
 Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

NEWELL CO.

(Exact name of registrant as specified in its charter)

DELAWARE 36-3514169
 (State or other jurisdiction of (I.R.S. employer
 incorporation or organization) identification no.)

NEWELL CENTER
 29 EAST STEPHENSON STREET
 FREEPORT, ILLINOIS 61032
 (Address of principal executive offices, including zip code)

THE NEWELL LONG-TERM SAVINGS AND INVESTMENT PLAN
 (Full title of the plan)

DALE L. MATSCHULLAT
 VICE PRESIDENT-GENERAL COUNSEL
 NEWELL CO.
 Newell Center
 29 East Stephenson Street
 Freeport, Illinois 61032
 (Name and address of agent for service)

(815) 235-4171
 (Telephone number, including area code, of agent for service)

WITH A COPY TO:

LAURALYN G. BENDEL
 SCHIFF HARDIN & WAITE
 7200 SEARS TOWER
 CHICAGO, ILLINOIS 60606
 (312) 258-5670

 CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
-----	-----	-----	-----	-----
Common Stock, par value \$1.00 per share (including Preferred Stock Purchase Rights)	750,000 (1)	\$39.9375 (1)	\$29,953,125 (1)	\$9,077 (1)
Interests in the Plan	(2)	(2)	(2)	(2)

- (1) Based upon the number of shares that would be purchased by the trustee of the trust established in connection with the Newell Long-Term Savings and Investment Plan during the three to five-year period beginning with the effective date of this Registration Statement, if the estimated aggregate employee and employer contributions during such period were invested in such Common Stock at \$39.9375 per share, the average of the high and low sales prices reported on the New York Stock Exchange on October 17, 1997. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan described herein for which no separate fee is required.

GENERAL INSTRUCTIONS

E. REGISTRATION OF ADDITIONAL SECURITIES.

The contents of the registration statement on Form S-8 (File No. 33-25196) filed by the registrant with the Securities and Exchange Commission on October 31, 1988 registering its Common Stock, \$1.00 par value per share, issuable pursuant to The Newell Long-Term Savings and Investment Plan, and the contents of Amendment No. 1 thereto, filed by the registrant with the Securities and Exchange Commission on November 18, 1988, registering the Preferred Stock Purchase Rights attached to the aforementioned Common Stock, are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this registration statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the registration statement, and post effective Amendment No. 1 thereto, of the registrant on Form S-8 (File No. 33-25196) both of which are incorporated herein by reference.

ITEM 8. EXHIBITS.

The Exhibits filed herewith are set forth on the exhibit index filed as part of this registration statement on page 5 hereof.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, Newell Co. hereby certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockford, State of Illinois, on the 28th day of September, 1997.

NEWELL CO.

By: /s/ William T. Alldredge

William T. Alldredge
Vice President - Finance

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date -----
/s/ William P. Sovey ----- William P. Sovey	Vice Chairman and Chief Executive Officer (Principal Executive Officer) and Director	September 28, 1997
/s/ William T. Alldredge ----- William T. Alldredge	Vice President - Finance (Principal Financial Officer)	September 28, 1997
/s/ Thomas A. Ferguson, Jr. ----- Thomas A. Ferguson, Jr.	President and Chief Operating Officer and Director	September 28, 1997
/s/ Donald L. Krause ----- Donald L. Krause	Senior Vice President - Controller	September 28, 1997
/s/ Daniel C. Ferguson ----- Daniel C. Ferguson	Chairman of the Board of Directors	September 28, 1997

/s/ Alton F. Doody ----- Alton F. Doody	Director	September 28, 1997
/s/ Gary H. Driggs ----- Gary H. Driggs	Director	September 28, 1997
/s/ Robert L. Katz ----- Robert L. Katz	Director	September 28, 1997
/s/ John J. McDonough ----- John J. McDonough	Director	September 28, 1997
/s/ Elizabeth Cuthbert Millet ----- Elizabeth Cuthbert Millet	Director	September 28, 1997
/s/ Cynthia A. Montgomery ----- Cynthia A. Montgomery	Director	September 3, 1997
/s/ Allan P. Newell ----- Allan P. Newell	Director	September 28, 1997
/s/ Henry B. Pearsall ----- Henry B. Pearsall	Director	September 28, 1997

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Sponsor 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 October 15, 1997.

THE NEWELL LONG-TERM SAVINGS
AND INVESTMENT PLAN

By: Newell Pension Committee

By: /s/ C.R. Davenport

C. R. Davenport, Member

By: /s/ Ronn L. Claussen

Ronn L. Claussen, Member

INDEX TO EXHIBITS

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Consent of Arthur Andersen LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 27, 1997 included in Newell Co. s Form 10-K for the year ended December 31, 1996 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLC

ARTHUR ANDERSEN LLC

Milwaukee, WI
October 17, 1997