

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-3  
Registration Statement  
Under  
The Securities Act of 1933

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NEWELL CO.  
(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  
(815) 235-4171  
(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

Dale L. Matschullat  
4000 Auburn Street  
Rockford, Illinois 61125  
(815) 969-6101  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

With Copies to:

Linda J. Wight Schiff Hardin & Waite 7200 Sears Tower Chicago, Illinois 60606 (312) 876-1000	Anthony T. Iler Irell & Manella 333 South Hope Street, Suite 3300 Los Angeles, California 90071 (213) 229-0516
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Approximate date of commencement of the proposed sale of the securities to the public: From time to time after the effective date of this Registration Statement.

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

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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.

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If this Form is a post-effective amendment filed pursuant to 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.

The Registrant hereby amends this Registration Statement to deregister 44,338 shares of Common Stock previously registered hereby and to include a material change with respect to the plan of distribution.

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This Post-Effective Amendment No. 2 is being filed by the Registrant to remove from registration 44,338 shares of Common Stock, par value \$1.00 per share, previously registered and intended to be offered on a delayed or continued basis pursuant to Rule 415 under the Securities Act of 1933 but which have not been offered or sold and to reflect the termination of the public offering with respect to such shares of Common Stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all 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 Rockford, State of Illinois, on this 10th day of November, 1995.

NEWELL CO.  
(Registrant)

By: /s/ William T. Alldredge  
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William T. Alldredge  
Vice President - Finance

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

Signature -----	Title -----	Date -----
/s/ William P. Sovey* ----- William P. Sovey	Vice Chairman and Chief Executive Officer (Principal Executive Officer) and Director	
/s/ William T. Alldredge ----- William T. Alldredge	Vice President - Finance (Principal Financial Officer)	November 10, 1995
/s/ Thomas A. Ferguson, Jr.* ----- Thomas A. Ferguson, Jr.	President and Chief Operating Officer and Director	
/s/ Donald L. Krause* ----- Donald L. Krause	Senior Vice President - Controller (Principal Accounting Officer)	

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Signature -----	Title -----	Date -----
/s/ Daniel C. Ferguson* ----- Daniel C. Ferguson	Chairman of the Board of Directors	
/s/ Alton F. Doody* ----- Alton F. Doody	Director	

/s/ Gary H. Driggs\* Director  
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Gary H. Driggs

/s/ Robert L. Katz\* Director  
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Robert L. Katz

/s/ Norman S. Livingston, Jr.\* Director  
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Norman S. Livingston, Jr.

/s/ John J. McDonough\* Director  
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John J. McDonough

----- Director  
Elizabeth Cuthbert Millet

/s/ Allan P. Newell\* Director  
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Allan P. Newell

/s/ Henry B. Pearsall\* Director  
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Henry B. Pearsall

By: /s/ William T. Alldredge  
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William T. Alldredge  
Attorney-in-fact

November 10, 1995

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INDEX TO EXHIBITS

Exhibit Index	Exhibit
2.1	Agreement and Plan of Reorganization dated as of November 12, 1993 by and among Newell Co., JC Acquisition Co., Jareen Co., the David and Susan F. Lederman Revocable Trust dated July 26, 1986, as amended, and David and Susan Lederman*
2.2	Escrow Agreement dated as of November 12, 1993 by and among Newell Co., the David and Susan F. Lederman Revocable Trust dated July 26, 1986, as amended, David and Susan Lederman and Firststar Trust Company*
5	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)*
24	Powers of attorney (set forth on the signature page of this registration statement)*

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\* Previously filed.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS  
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As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 28, 1995 included in Newell Co.'s Form 10-K for the year ended December 31, 1994 and to all references to our Firm included in this registration statement.

By: /s/Arthur Andersen LLP  
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ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin  
November 10, 1995