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

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

for the Quarterly Period Ended September 30, 2011

Commission File Number 1-9608

NEWELL RUBBERMAID INC.

(Exact name of registrant as specified in its charter)

DELAWARE	36-3514169
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Three Glenlake Parkway
Atlanta, Georgia 30328
(Address of principal executive offices)
(Zip Code)

(770) 418-7000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes R No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer R	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No R

Number of shares of common stock outstanding (net of treasury shares) as of September 30, 2011: 289.5 million.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
(Amounts in millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net sales	$ 1,549.9	$ 1,465.5	$ 4,369.4	$ 4,216.7
Cost of products sold	970.6	902.1	2,720.8	2,605.6
GROSS MARGIN	579.3	563.4	1,648.6	1,611.1
Selling, general and administrative expenses	383.4	372.6	1,122.0	1,052.6
Impairment charges	382.6	—	382.6	—
Restructuring costs	5.5	16.2	12.3	53.3
OPERATING (LOSS) INCOME	(192.2)	174.6	131.7	505.2
Nonoperating expenses:				
Interest expense, net	21.8	30.3	65.0	95.5
Losses related to extinguishments of debt	—	218.6	4.8	218.6
Other expense (income), net	6.0	(3.5)	11.0	(9.6)
Net nonoperating expenses	27.8	245.4	80.8	304.5
(LOSS) INCOME BEFORE INCOME TAXES	(220.0)	(70.8)	50.9	200.7
Income tax benefit	(53.6)	(99.1)	(2.0)	(14.1)
(LOSS) INCOME FROM CONTINUING OPERATIONS	(166.4)	28.3	52.9	214.8
(Loss) income from discontinued operations, net of tax	(11.2)	—	(8.1)	2.3
NET (LOSS) INCOME	$ (177.6)	$ 28.3	$ 44.8	$ 217.1
Weighted average shares outstanding:				
Basic	290.8	273.3	294.2	278.7
Diluted	290.8	301.0	296.8	308.1
Earnings per share:				
Basic:				
(Loss) income from continuing operations	$ (0.57)	$ 0.10	$ 0.18	$ 0.77
(Loss) income from discontinued operations	(0.04)	—	(0.03)	0.01
Net (loss) income	$ (0.61)	$ 0.10	$ 0.15	$ 0.78
Diluted:				
(Loss) income from continuing operations	$ (0.57)	$ 0.09	$ 0.18	$ 0.70
(Loss) income from discontinued operations	(0.04)	—	(0.03)	0.01
Net (loss) income	$ (0.61)	$ 0.09	$ 0.15	$ 0.70
Dividends per share	$ 0.08	$ 0.05	$ 0.21	$ 0.15

See Notes to Condensed Consolidated Financial Statements (Unaudited).

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(Amounts in millions, except par values)

	September 30, 2011	December 31, 2010
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 138.9	$ 139.6
Accounts receivable, net	985.9	997.9
Inventories, net	873.2	701.6
Deferred income taxes	164.5	179.2
Prepaid expenses and other	126.4	113.7
TOTAL CURRENT ASSETS	2,288.9	2,132.0
PROPERTY, PLANT AND EQUIPMENT, NET	537.3	529.3
GOODWILL	2,359.0	2,749.5
OTHER INTANGIBLE ASSETS, NET	663.4	648.3
OTHER ASSETS	363.2	346.2
TOTAL ASSETS	$ 6,211.8	$ 6,405.3
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 522.9	$ 472.5
Accrued compensation	121.6	190.2
Other accrued liabilities	627.9	698.2
Short-term debt	236.9	135.0
Current portion of long-term debt	266.4	170.0
TOTAL CURRENT LIABILITIES	1,775.7	1,665.9
LONG-TERM DEBT	1,811.3	2,063.9
OTHER NONCURRENT LIABILITIES	726.0	770.0
STOCKHOLDERS' EQUITY:		
Preferred stock, authorized shares, 10.0 at $1.00 par value	0	0
None issued and outstanding		
Common stock, authorized shares, 800.0 at $1.00 par value	306.4	307.2
Outstanding shares, before treasury:		
2011 – 306.4		
2010 – 307.2		
Treasury stock, at cost:	(430.7)	(425.7)
Shares held:		
2011 – 16.9		
2010 – 16.7		
Additional paid-in capital	592.3	568.2
Retained earnings	2,040.5	2,057.3
Accumulated other comprehensive loss	(613.2)	(605.0)
STOCKHOLDERS' EQUITY ATTRIBUTABLE TO PARENT	1,895.3	1,902.0
STOCKHOLDERS' EQUITY ATTRIBUTABLE TO NONCONTROLLING INTERESTS	3.5	3.5
TOTAL STOCKHOLDERS' EQUITY	1,898.8	1,905.5
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 6,211.8	$ 6,405.3

See Notes to Condensed Consolidated Financial Statements (Unaudited).

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(Amounts in millions)

	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
OPERATING ACTIVITIES:		
Net income	$ 44.8	$ 217.1
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	121.1	130.2
Impairment charges	382.6	—
Loss on disposal of discontinued operations	13.9	—
Losses related to extinguishments of debt	4.8	218.6
Deferred income taxes	12.1	(3.0)
Non-cash restructuring (benefits) costs	(1.5)	5.2
Stock-based compensation expense	28.4	27.8
Other, net	13.2	19.7
Changes in operating assets and liabilities, excluding the effects of acquisitions and divestitures:		
Accounts receivable	5.1	(107.5)
Inventories	(188.1)	(141.2)
Accounts payable	55.4	118.7
Accrued liabilities and other	(212.0)	(107.7)
NET CASH PROVIDED BY OPERATING ACTIVITIES	279.8	377.9
INVESTING ACTIVITIES:		
Acquisitions and acquisition-related activity	(20.0)	(1.5)
Capital expenditures	(151.2)	(108.1)
Proceeds from sales of businesses and other non-current assets	39.0	9.4
Other	(7.2)	(2.0)
NET CASH USED IN INVESTING ACTIVITIES	(139.4)	(102.2)
FINANCING ACTIVITIES:		
Short-term borrowings, net	98.9	189.6
Proceeds from issuance of debt, net of debt issuance costs	3.3	547.3
Payments for settlement of warrants	—	(279.5)
Proceeds from settlement of call options	—	346.6
Repurchase of shares of common stock	(24.4)	(500.1)
Payments on and for the settlement of notes payable and debt	(150.8)	(610.6)
Cash consideration paid for exchange of convertible notes (1)	(3.1)	(53.0)
Cash dividends	(61.6)	(40.8)
Other, net	(4.5)	(3.7)
NET CASH USED IN FINANCING ACTIVITIES	(142.2)	(404.2)
Currency rate effect on cash and cash equivalents	1.1	3.7
DECREASE IN CASH AND CASH EQUIVALENTS	(0.7)	(124.8)
Cash and cash equivalents at beginning of period	139.6	278.3
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 138.9	$ 153.5

(1) Consideration provided in connection with the convertible note exchanges in March 2011 and September 2010 consisted of cash as well as issuance of shares of the Company's common stock, which issuance is not included in the Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2011 and 2010. See Footnote 6 of the Notes to Condensed Consolidated Financial Statements for further information.

See Notes to Condensed Consolidated Financial Statements (Unaudited).

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Footnote 1 — Basis of Presentation and Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements of Newell Rubbermaid Inc. (collectively with its subsidiaries, the “Company”) have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and do not include all the information and footnotes required by U.S. generally accepted accounting principles (“U.S. GAAP”) for complete financial statements. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position and the results of operations. It is recommended that these unaudited condensed consolidated financial statements be read in conjunction with the financial statements, and the footnotes thereto, included in the Company’s latest Annual Report on Form 10-K.

Seasonal Variations

Sales of the Company’s products tend to be seasonal, with sales and operating income in the first quarter generally lower than any other quarter during the year, driven principally by reduced volume and the mix of products sold in the first quarter. Historically, the Company has earned more than 60% of its annual operating income during the second and third quarters of the year. The seasonality of the Company’s sales volume combined with the accounting for fixed costs, such as depreciation, amortization, rent, personnel costs and interest expense, impacts the Company’s results on a quarterly basis. In addition, the Company has historically generated more than 65% of its operating cash flow in the second half of the year due to seasonal variations in operating results, the timing of annual performance-based compensation payments, and credit terms provided to customers. Accordingly, the Company’s results for the three and nine months ended September 30, 2011 may not necessarily be indicative of the results that may be expected for the full year ending December 31, 2011.

Recent Accounting Pronouncements

Changes to U.S. GAAP are established by the Financial Accounting Standards Board (“FASB”) in the form of accounting standards updates (“ASUs”) to the FASB’s Accounting Standards Codification. The Company considers the applicability and impact of all ASUs.

In June 2011, the FASB issued ASU 2011-05, “*Presentation of Comprehensive Income*,” which requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. Additionally, ASU 2011-05 eliminates the option to present comprehensive income and its components as part of the statement of stockholders’ equity. ASU 2011-05 will be effective for the Company’s interim and annual periods beginning after December 15, 2011. The Company does not expect the adoption of ASU 2011-05 to have a material effect on its operating results or financial position.

In September 2011, the FASB issued ASU 2011-08 "*Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment*," which amends existing guidance by giving an entity the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If this is the case, a more detailed two-step goodwill impairment test will need to be performed which is used to identify potential goodwill impairments and to measure the amount of goodwill impairment losses to be recognized, if any. ASU 2011-08 will be effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company does not expect the adoption of ASU 2011-08 to have a material impact on the Company's financial statements.

Other recently issued ASUs were assessed and determined to be either not applicable or are expected to have a minimal impact on the Company’s consolidated financial position and results of operations.

Venezuelan Operations

The Company considers Venezuela a highly inflationary economy. Accounting standards require the functional currency of foreign operations operating in highly inflationary economies to be the same as the reporting currency of the Company. Accordingly, the functional currency of the Company’s Venezuelan operations is the U.S. Dollar. The Company’s Venezuelan operations had approximately $40.0 million of net monetary assets denominated in Bolivar Fuertes as of September 30, 2011, which are subject to changes in value based on changes in the Transaction System for Foreign Currency Denominated Securities (“SITME”) rate. Foreign currency exchange through the SITME is allowed within a specified band of 4.5 to 5.3 Bolivar Fuerte to U.S. Dollar, but most of the exchanges have been executed at the rate of 5.3 Bolivar Fuerte to U.S. Dollar. During the three and nine months ended September 30, 2011, the Company’s Venezuelan operations generated less than 1% of consolidated net sales.

Footnote 2 — Discontinued Operations

On July 1, 2011, the Company sold its hand torch and solder business to an affiliate of Worthington Industries, Inc. ("Worthington") for cash consideration of $51.0 million, $8.0 million of which were held in escrow. If and when the relevant conditions are resolved and the escrow is released, the Company will recognize the $8.0 million held in escrow as income in discontinued operations in the Company's financial statements. The cash consideration paid in connection with the transaction provided for settlement of all claims involving the Company's litigation with Worthington referenced in Footnote 16. In connection with the sale of the business, the Company transferred net assets with a carrying value of approximately $11.1 million to Worthington, representing property, plant and equipment, certain intangible assets, and net working capital. The Company allocated $35.2 million of the Hardware global business unit's goodwill to the hand torch and solder business on a relative fair value basis as of July 1, 2011, and the $35.2 million of goodwill was written-off in connection with the sale. The Company retained approximately $13.0 million of accounts receivable associated with the hand torch and solder business that resulted from sales prior to July 1, 2011.

Pursuant to a Transition Services Agreement between the Company and Worthington, the Company provided certain sales, distribution, information technology, accounting and finance services to Worthington through September 30, 2011.

The following table provides a summary of amounts included in discontinued operations for the hand torch and solder business (*in millions*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net sales	$ 2.8	$ 21.9	$ 58.8	$ 73.2
Income from operations, net of income tax expense (benefit) of $2.0 and $(0.1) for the three months ended September 30, 2011 and 2010, respectively, and income tax expense of $3.4 and $0.7 for the nine months ended September 30, 2011 and 2010, respectively	$ 4.0	$ —	$ 7.1	$ 2.3
Loss on disposal, including income tax expense of $1.3 for the three and nine months ended September 30, 2011	(15.2)	—	(15.2)	—
(Loss) income from discontinued operations, net of tax	$ (11.2)	$ —	$ (8.1)	$ 2.3

Footnote 3 — Stockholders' Equity and Accumulated Other Comprehensive Income (Loss)

In August 2011, the Company announced a $300.0 million three-year share repurchase program (the "SRP"). Under the SRP, the Company may repurchase its own shares of common stock through a combination of a 10b5-1 automatic trading plan, discretionary market purchases or in privately negotiated transactions. The SRP is authorized to run for a period of three years ending in August 2014. During the three months ended September 30, 2011, the Company repurchased approximately 1.9 million shares pursuant to the SRP for $24.4 million, and such shares were immediately retired.

On August 2, 2010, the Company entered into an accelerated stock buyback program (the "ASB") with Goldman, Sachs & Co. ("Goldman Sachs"). Under the ASB, on August 10, 2010, the Company paid Goldman Sachs an initial purchase price of $500.0 million, and Goldman Sachs delivered to the Company approximately 25.8 million shares of common stock. The final number of shares that the Company purchased under the ASB was determined based on the average of the daily volume-weighted average share prices of the Company's common stock from August 11, 2010 until March 21, 2011, subject to certain adjustments. Based on a calculated per share price of $17.95, Goldman Sachs delivered approximately 2.0 million additional shares to the Company on March 24, 2011 in connection with the completion of the ASB, and such shares were immediately retired.

The following table displays the components of accumulated other comprehensive loss as of September 30, 2011 (*in millions*):

	Foreign Currency Translation Loss	Unrecognized Pension & Other Postretirement Costs, net of tax	Derivative Hedging Income (Loss), net of tax	Accumulated Other Comprehensive Loss
Balance at December 31, 2010	$ (179.4)	$ (425.4)	$ (0.2)	$ (605.0)
Current period change	(24.7)	15.3	1.2	(8.2)
Balance at September 30, 2011	$ (204.1)	$ (410.1)	$ 1.0	$ (613.2)

Comprehensive income (loss) amounted to the following *(in millions):*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net (loss) income	$ (177.6)	$ 28.3	$ 44.8	$ 217.1
Foreign currency translation	(79.5)	78.8	(24.7)	1.0
Unrecognized pension and other postretirement costs, net of tax expense of $1.5 and $4.7 for the three and nine months ended September 30, 2011, respectively, and tax expense (benefit) of $0.7 and $(4.6) for the three and nine months ended September 30, 2010, respectively, and including translation effects	4.2	(1.0)	15.3	15.8
Derivative hedging gain (loss), net of tax expense of $1.1 and $0.8 for the three and nine months ended September 30, 2011, respectively, and tax (benefit) expense of $(0.7) and $0.3 for the three and nine months ended September 30, 2010, respectively	3.1	(1.4)	1.2	(0.3)
Comprehensive (loss) income (1)	$ (249.8)	$ 104.7	$ 36.6	$ 233.6

(1) Comprehensive income (loss) attributable to noncontrolling interests was not material for disclosure purposes.

Footnote 4 — Restructuring Costs

European Transformation Plan

In June 2010, the Company announced a program to simplify and centralize its European business (the "European Transformation Plan"). The European Transformation Plan includes initiatives designed to transform the European organizational structure and processes to centralize certain operating activities, improve performance, leverage the benefits of scale and to contribute to a more efficient and cost effective implementation of an enterprise resource planning program in Europe, all with the aim of increasing operating income margin in the European region to at least 10%.

The European Transformation Plan is expected to be completed in 2012 and is expected to result in cumulative restructuring charges totaling between $40 and $45 million, substantially all of which are employee-related cash costs, including severance, retirement, and other termination benefits and relocation costs. The Company expects the European Transformation Plan to be complete by December 31, 2012.

The following table depicts the restructuring charges incurred in connection with the European Transformation Plan (*in millions*):

	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011	Since inception through September 30, 2011
Restructuring charges	$ 5.5	$ 12.3	$ 12.3

Restructuring charges incurred under the European Transformation Plan during the three and nine months ended September 30, 2010 were not material.

Restructuring provisions were determined based on estimates prepared at the time the restructuring actions were approved by management, are periodically updated for changes and also include amounts recognized as incurred. The following table depicts the activity in accrued restructuring reserves for the European Transformation Plan for the nine months ended September 30, 2011 (*in millions*):

	December 31, 2010			September 30, 2011
	Balance	Provision	Costs Incurred	Balance
Employee severance, termination benefits and relocation costs	$ —	$ 10.1	$ (3.5)	$ 6.6
Exited contractual commitments and other	—	2.2	(0.8)	1.4
	$ —	$ 12.3	$ (4.3)	$ 8.0

Project Acceleration

In 2010, the Company completed a global initiative referred to as Project Acceleration aimed at strengthening and transforming the Company's portfolio. Project Acceleration was designed to reduce manufacturing overhead, better align the Company's distribution and transportation processes to achieve logistical excellence, and reorganize the Company's overall business structure to align with the Company's core organizing concept, the global business unit, to achieve best total cost. The table below summarizes the restructuring costs recognized for Project Acceleration restructuring activities for the periods indicated (*in millions*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Facility and other exit costs	$ —	$ 3.3	$ —	$ 5.0
Employee severance, termination benefits and relocation costs	—	8.0	—	40.2
Exited contractual commitments and other	—	4.9	—	8.1
	$ —	$ 16.2	$ —	$ 53.3

A summary of activity in accrued restructuring reserves for the nine months ended September 30, 2011 is as follows (*in millions*):

	December 31, 2010 Balance	Provision	Costs Incurred	September 30, 2011 Balance
Employee severance, termination benefits and relocation costs	$ 22.2	$ —	$ (18.5)	$ 3.7
Exited contractual commitments and other	11.3	—	(3.7)	7.6
	$ 33.5	$ —	$ (22.2)	$ 11.3

The following table depicts the activity in accrued restructuring reserves for the nine months ended September 30, 2011 aggregated by reportable business segment *(in millions)*:

Segment	December 31, 2010 Balance	Provision	Costs Incurred	September 30, 2011 Balance
Home & Family	$ 4.0	$ —	$ (2.8)	$ 1.2
Office Products	11.1	—	(7.9)	3.2
Tools, Hardware & Commercial Products	4.8	—	(1.1)	3.7
Corporate	13.6	—	(10.4)	3.2
	$ 33.5	$ —	$ (22.2)	$ 11.3

The table below shows restructuring costs recognized for all restructuring activities for the periods indicated, aggregated by reportable business segment (*in millions*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
Segment	2011	2010	2011	2010
Home & Family	$ —	$ 3.5	$ —	$ 9.9
Office Products	—	6.0	—	17.2
Tools, Hardware & Commercial Products	—	2.3	—	5.8
Corporate	5.5	4.4	12.3	20.4
	$ 5.5	$ 16.2	$ 12.3	$ 53.3

Cash paid for all restructuring activities was $6.0 million and $26.5 million for the three and nine months ended September 30, 2011, respectively, and $18.3 million and $49.6 million for the three and nine months ended September 30, 2010, respectively.

Footnote 5 — Inventories, Net

Inventories are stated at the lower of cost or market value. The components of net inventories were as follows (*in millions*):

	September 30, 2011	December 31, 2010
Materials and supplies	$ 157.6	$ 116.8
Work in process	130.4	101.0
Finished products	585.2	483.8
	$ 873.2	$ 701.6

Footnote 6 — Debt

The following is a summary of outstanding debt *(in millions)*:

	September 30, 2011	December 31, 2010
Medium-term notes	$ 1,636.3	$ 1,623.0
Term loan	—	150.0
Convertible notes	0.1	17.5
Junior convertible subordinated debentures	436.7	436.7
Commercial paper	33.0	34.0
Receivables facility	200.0	100.0
Other debt	8.5	7.7
Total debt	2,314.6	2,368.9
Short-term debt	(236.9)	(135.0)
Current portion of long-term debt	(266.4)	(170.0)
Long-term debt	$ 1,811.3	$ 2,063.9

Interest Rate Swaps

As of September 30, 2011, the Company was party to a fixed-for-floating interest rate swap designated as a fair value hedge. The interest rate swap relates to $250.0 million of the principal amount of the medium-term notes and results in the Company effectively paying a floating rate of interest on the medium-term notes subject to the interest rate swap. During the three months ended September 30, 2011, the Company, at its option, terminated and settled certain interest rate swaps related to an aggregate $750.0 million principal amount of medium-term notes with original maturity dates ranging between March 2012 and April 2013. The Company received cash proceeds of $22.7 million from counterparties as settlement for the interest rate swaps. Under the relevant authoritative guidance, gains resulting from the early termination of interest rate swaps are deferred and amortized as adjustments to interest expense over the remaining period of the debt originally covered by the interest rate swaps. The cash received from the termination of the interest rate swaps is included in operating activities in accrued liabilities and other in the Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2011.

The medium-term note balances at September 30, 2011 and December 31, 2010 include mark-to-market adjustments of $35.4 million and $42.3 million, respectively, to record the fair value of the hedges of the fixed-rate debt, and the mark-to-market adjustments had the effect of increasing the reported value of the medium-term notes. The unamortized amount as of September 30, 2011 associated with the termination of the interest rate swaps, $20.2 million, is included in the value of the medium-term notes. Compared to the stated rates of the underlying medium-term notes, the interest rate swaps, including amortization of settled interest rate swaps, had the effect of reducing interest expense by $7.6 million and $8.5 million for the three months ended September 30, 2011 and 2010, respectively, and by $24.1 million and $24.3 million for the nine months ended September 30, 2011 and 2010, respectively.

Medium-term Notes

As of September 30, 2011, the current portion of long-term debt includes $250.0 million principal amount of the 6.75% senior notes due March 2012.

Term Loan

In September 2008, the Company entered into a $400.0 million credit agreement whereby the Company received an unsecured three-year term loan in the amount of $400.0 million (the “Term Loan”). During the three months ended September 30, 2011, the Company repaid the remaining $150.0 million outstanding principal amount of the Term Loan based on the maturity date.

Convertible Notes

In September 2010, the Company completed an exchange of newly issued shares of common stock and cash for $324.7 million of the $345.0 million outstanding principal amount of the Convertible Notes (the “Exchange Offer”). In the aggregate, the Company paid approximately $52.0 million in cash and issued approximately 37.7 million shares of the Company’s common stock for $324.7 million principal amount of the Convertible Notes validly offered for exchange by the holders pursuant to the Exchange Offer.

In March 2011, the Company completed exchanges of newly issued shares of common stock and cash for an additional $20.0 million outstanding principal amount of Convertible Notes. The Company paid approximately $3.1 million in cash and issued approximately 2.3 million shares of the Company’s common stock for the $20.0 million principal amount of Convertible Notes. The Company determined that the fair value of total consideration (including cash) paid to the holders of Convertible Notes, using the fair market value of common stock at settlement, was $47.4 million. In accordance with the applicable authoritative accounting guidance, the Company determined the fair value of the liability component of the Convertible Notes received, with the residual value representing the equity component. The excess of the fair value of the liability component, or $21.8 million, over the carrying value of the Convertible Notes exchanged, $17.3 million, was recognized as a loss related to the extinguishment of debt during the nine months ended September 30, 2011. Including the write-off of unamortized issuance costs, the Company recorded a pretax loss of $4.8 million, which is included in loss related to extinguishment of debt in the Condensed Consolidated Statement of Operations for the nine months ended September 30, 2011. Further, the value of shares issued increased stockholders’ equity by $44.3 million, and the value of the equity component of the Convertible Notes received and extinguished reduced stockholders’ equity by $25.6 million during the nine months ended September 30, 2011. During the nine months ended September 30, 2011, in addition to the March 2011 exchanges, the Company also exchanged an additional $0.2 million principal amount of the Convertible Notes generally based on the same terms and conditions as offered to the holders of the Convertible Notes in previous exchanges. As of September 30, 2011, $0.1 million principal amount of the Convertible Notes remained outstanding.

Junior Convertible Subordinated Debentures

In 1997, a 100% owned finance subsidiary (the “Subsidiary”) of the Company issued 10.0 million shares of 5.25% convertible preferred securities (the “Preferred Securities”). Each of these Preferred Securities is convertible into 0.9865 of a share of the Company’s common stock. As of September 30, 2011, the Company fully and unconditionally guarantees the 8.4 million shares of the Preferred Securities issued by the Subsidiary that were outstanding as of that date, which are callable at 100% of the liquidation preference of $421.2 million. The proceeds received by the Subsidiary from the issuance of the Preferred Securities were invested in the Company’s 5.25% Junior Convertible Subordinated Debentures (the “Debentures”), which mature on December 1, 2027. The Preferred Securities are mandatorily redeemable upon the repayment of the Debentures at maturity or upon acceleration of the Debentures. As of September 30, 2011, the Company has not elected to defer interest payments on the $436.7 million of outstanding Debentures.

Receivables-Related Borrowings

In September 2011, the Company renewed its 364-day receivables facility that provides for borrowings of up to $200.0 million such that it will expire in September 2012 (the “Receivables Facility”). Under this facility, the Company and certain operating subsidiaries (collectively, “the Originators”) sell their receivables to a financing subsidiary as the receivables are originated. The financing subsidiary is wholly owned by the Company and is the owner of the purchased receivables and the borrower under the facility. The assets of the financing subsidiary are restricted as collateral for the payment of debt or other obligations arising under the facility, and the financing subsidiary’s assets and credit are not available to satisfy the debts and obligations owed to the Company’s or any other Originator’s creditors. The Company includes the financing subsidiary’s assets, liabilities and results of operations in its consolidated financial statements. The Receivables Facility requires, among other things, that the Company maintain certain interest coverage and total indebtedness to total capital ratios, and the Company was in compliance with such requirements as of September 30, 2011. As of September 30, 2011, the financing subsidiary owned $598.8 million of outstanding accounts receivable, and these amounts are included in accounts receivable, net in the Company’s Condensed Consolidated Balance Sheet at September 30, 2011. As of September 30, 2011, the Company had outstanding borrowings of $200.0 million under the facility at a weighted average rate of 0.9%, which have been classified as short-term borrowings.

Revolving Credit Facility and Commercial Paper

The Company currently has a $665.0 million syndicated revolving credit facility which expires in November 2012 (the “Revolver”). At September 30, 2011, there were no borrowings under the Revolver. The Revolver permits the Company to borrow funds on a variety of interest rate terms. The Revolver requires, among other things, that the Company maintain certain interest coverage and total indebtedness to total capital ratios, as defined in the agreement. The Revolver also limits the amount of indebtedness subsidiaries may incur. As of September 30, 2011, the Company was in compliance with the provisions of the agreement governing the Revolver.

In lieu of borrowings under the Revolver, the Company may issue up to $665.0 million of commercial paper. The Revolver provides the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may be issued only up to the amount available for borrowing under the Revolver. As of September 30, 2011 and December 31, 2010, the Company had outstanding commercial paper obligations of $33.0 million and $34.0 million, respectively. The Revolver also provides for the issuance of up to $100.0 million of standby letters of credit so long as there is a sufficient amount available for borrowing under the Revolver. There were no standby letters of credit issued or outstanding under the Revolver as of September 30, 2011.

Footnote 7 — Goodwill and Other Intangible Assets, Net

A summary of changes in the Company's goodwill by reportable business segment as of and for the nine months ended September 30, 2011 is as follows (*in millions*):

Segment	December 31, 2010 Balance	Acquisitions	Impairment Charges	Other Adjustments[1]	Foreign Currency	September 30, 2011 Balance
Home & Family	$ 662.6	$ —	$ (305.5)	$ —	$ 5.9	$ 363.0
Office Products	1,135.7	6.0	—	—	1.0	1,142.7
Tools, Hardware & Commercial Products	951.2	—	(64.7)	(35.2)	2.0	853.3
	$ 2,749.5	$ 6.0	$ (370.2)	$ (35.2)	$ 8.9	$ 2,359.0

(1) Represents goodwill allocated to discontinued operations for the hand torch and solder business sold during the three months ended September 30, 2011.

The Company performed its annual impairment tests of goodwill and indefinite-lived intangibles as of the first day of the Company's third quarter of 2011 because it coincided with the Company's annual strategic planning process. The Company recorded non-cash impairment charges of $382.6 million, principally related to goodwill impairments in the Company's Baby & Parenting and Hardware global business units. The impairments generally resulted from declines in sales projections relative to previous estimates due to economic and market factors based in large part on actual declines in sales in the first six months of 2011, which adversely impacted projected operating income margins and net cash flows for these global business units. The decline in anticipated future cash flows adversely affected the estimated fair value of the global business units and resulted in the estimated fair value of the Baby & Parenting and Hardware global business units being less than their net assets (including goodwill). In addition to goodwill impairments, the Company recorded $12.4 million of non-cash impairment charges relating to impairments of trade-names and other assets. See Footnote 13 for further details.

Footnote 8 — Derivatives

The use of financial instruments, including derivatives, exposes the Company to market risk related to changes in interest rates, foreign currency exchange rates and commodity prices. The Company enters into interest rate swaps related to debt obligations with initial maturities ranging from five to ten years. The Company uses interest rate swap agreements to manage its interest rate exposure and to achieve a desired proportion of variable and fixed-rate debt. These derivatives are designated as fair value hedges based on the nature of the risk being hedged. The Company also uses derivative instruments, such as forward contracts, to manage the risk associated with the volatility of future cash flows denominated in foreign currencies and changes in fair value resulting from changes in foreign currency exchange rates. The Company’s foreign exchange risk management policy generally emphasizes hedging transaction exposures of one-year duration or less and hedging foreign currency intercompany financing activities with derivatives with maturity dates of one year or less. The Company uses derivative instruments to hedge various foreign exchange exposures, including the following: (i) variability in foreign currency-denominated cash flows, such as the hedges of inventory purchases for products produced in one currency and sold in another currency and (ii) currency risk associated with foreign currency-denominated operating assets and liabilities, such as forward contracts and other instruments that hedge cash flows associated with intercompany financing activities. Additionally, the Company purchases certain raw materials which are subject to price volatility caused by unpredictable factors. Where practical, the Company uses derivatives as part of its commodity risk management process. The Company reports its derivative positions in the Condensed Consolidated Balance Sheets on a gross basis and does not net asset and liability derivative positions with the same counterparty. The Company monitors its positions with, and the credit quality of, the financial institutions that are parties to its financial transactions.

Derivative instruments are accounted for at fair value. The accounting for changes in the fair value of a derivative depends on the intended use and designation of the derivative instrument. For a derivative instrument that is designated and qualifies as a fair value hedge, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is initially reported as a component of accumulated other comprehensive income (loss) ("AOCI"), net of tax, and is subsequently reclassified into earnings when the hedged transaction affects earnings. The ineffective portion of the gain or loss is recognized in current earnings. Gains and losses from changes in fair values of derivatives that are not designated as hedges for accounting purposes are recognized currently in earnings, and such amounts were not material for the three and nine months ended September 30, 2011 and 2010.

The following table summarizes the Company's outstanding derivative instruments and their effects on the Condensed Consolidated Balance Sheets as of September 30, 2011 and December 31, 2010 (*in millions*):

		Assets			Liabilities	
Derivatives designated as hedging instruments	**Balance Sheet Location**	**September 30, 2011**	**December 31, 2010**	**Balance Sheet Location**	**September 30, 2011**	**December 31, 2010**
Interest rate swaps	Other noncurrent assets	$ 35.4	$ 42.3	Other noncurrent liabilities	$ —	$ —
Foreign exchange contracts on inventory-related purchases	Prepaid expenses and other	1.3	1.4	Other accrued liabilities	—	2.0
Foreign exchange contracts on intercompany borrowings	Prepaid expenses and other	—	1.2	Other accrued liabilities	0.5	—
Total assets		$ 36.7	$ 44.9	Total liabilities	$ 0.5	$ 2.0

The fair values of outstanding derivatives that are not designated as hedges for accounting purposes were not material as of September 30, 2011 and December 31, 2010.

The Company is not a party to any derivatives that require collateral to be posted prior to settlement. During the three months ended September 30, 2011, the Company, at its option, terminated certain interest rate swap contracts that were previously accounted for as fair value hedges. See Footnote 6 for further details.

Fair Value Hedges

The following table presents the pretax effects of derivative instruments designated as fair value hedges on the Company's Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2011 and 2010 (*in millions*):

		Amount of gain (loss) recognized in income			
		Three Months Ended September 30,		Nine Months Ended September 30,	
Derivatives in fair value relationships	**Location of gain (loss) recognized in income**	**2011**	**2010**	**2011**	**2010**
Interest rate swaps	Interest expense, net	$ 16.6	$ 20.2	$ 15.8	$ 55.8
Fixed-rate debt	Interest expense, net	$ (16.6)	$ (20.2)	$ (15.8)	$ (55.8)

The Company did not realize any ineffectiveness related to fair value hedges during the three and nine months ended September 30, 2011 and 2010.

Cash Flow Hedges

The following table presents the pretax effects of derivative instruments designated as cash flow hedges on the Company's Condensed Consolidated Statements of Operations and AOCI for the three and nine months ended September 30, 2011 and 2010 (*in millions*):

		Amount of gain (loss) reclassified from AOCI into income			
		Three Months Ended September 30,		Nine Months Ended September 30,	
Derivatives in cash flow hedging relationships	**Location of gain (loss) recognized in income**	**2011**	**2010**	**2011**	**2010**
Foreign exchange contracts on inventory-related purchases	Cost of products sold	$ (1.5)	$ (0.4)	$ (6.2)	$ (0.6)
Foreign exchange contracts on intercompany borrowings	Interest expense, net	(0.3)	0.2	(0.6)	0.4
		$ (1.8)	$ (0.2)	$ (6.8)	$ (0.2)

		Amount of gain (loss) recognized in AOCI			
		Three Months Ended September 30,		Nine Months Ended September 30,	
Derivatives in cash flow hedging relationships	**Location of gain (loss) recognized in income**	**2011**	**2010**	**2011**	**2010**
Foreign exchange contracts on inventory-related purchases	Cost of products sold	$ 2.5	$ (2.8)	$ (4.5)	$ (0.8)
Foreign exchange contracts on intercompany borrowings	Interest expense, net	2.9	(3.8)	0.8	2.3
		$ 5.4	$ (6.6)	$ (3.7)	$ 1.5

The Company did not realize any ineffectiveness related to cash flow hedges during the three and nine months ended September 30, 2011 and 2010.

The Company estimates that during the next 12 months it will reclassify gains of approximately $0.9 million included in the pretax amount recorded in AOCI as of September 30, 2011 into earnings, as the anticipated cash flows occur.

Footnote 9 — Employee Benefit and Retirement Plans

The following table presents the components of the Company's pension cost, including supplemental retirement plans, for the three months ended September 30, (*in millions*):

	U.S.		International	
	2011	**2010**	**2011**	**2010**
Service cost-benefits earned during the period	$ 1.1	$ 1.0	$ 1.4	$ 1.3
Interest cost on projected benefit obligation	12.4	12.7	6.2	7.0
Expected return on plan assets	(14.9)	(14.4)	(6.6)	(6.4)
Amortization of prior service cost and actuarial loss	4.3	3.2	0.2	0.5
Net periodic pension cost	$ 2.9	$ 2.5	$ 1.2	$ 2.4

The following table presents the components of the Company's pension cost, including supplemental retirement plans, for the nine months ended September 30, (*in millions*):

	U.S.		International	
	2011	2010	2011	2010
Service cost-benefits earned during the period	$ 3.3	$ 3.1	$ 4.4	$ 4.1
Interest cost on projected benefit obligation	37.1	38.0	19.6	21.2
Expected return on plan assets	(44.7)	(43.1)	(20.8)	(19.2)
Curtailment and settlement costs	—	—	2.1	—
Amortization of prior service cost and actuarial loss	13.0	9.5	0.8	1.6
Net periodic pension cost	$ 8.7	$ 7.5	$ 6.1	$ 7.7

The following table presents the components of the Company's other postretirement benefit costs for the three and nine months ended September 30, (*in millions*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Service cost-benefits earned during the period	$ 0.3	$ 0.4	$ 0.9	$ 1.1
Interest cost on projected benefit obligation	2.1	2.3	6.3	6.9
Amortization of prior service benefit and actuarial loss, net	(0.3)	(0.4)	(0.9)	(1.1)
Net other postretirement benefit costs	$ 2.1	$ 2.3	$ 6.3	$ 6.9

The Company made a cash contribution to the Company-sponsored profit sharing plan of $17.6 million and $17.1 million during the nine months ended September 30, 2011 and 2010, respectively.

Footnote 10 — Income Taxes

The Company's income tax expense and resulting effective tax rate are based upon the respective estimated annual effective tax rates applicable for the respective periods adjusted for the effects of items required to be treated as discrete to the period, including adjustments to write down deferred tax assets determined not to be realizable due to the vesting or cancellation of equity-based compensation awards, changes in tax laws, changes in estimated exposures for uncertain tax positions, and other items. The Company's effective tax rate for the three and nine months ended September 30, 2011 was impacted by $76.2 million of tax benefits associated with impairment charges recorded during the periods. The Company's tax benefit was favorably impacted by $28.2 million and $49.0 million in the three and nine months ended September 30, 2011, respectively, associated with the realization of unrecognized tax benefits, including interest and penalties, due to the expiration of various worldwide statutes of limitation. The effective tax rate for the three and nine months ended September 30, 2011 was also favorably impacted by a change in the geographical mix in earnings.

The Company's effective tax rate for the three and nine months ended September 30, 2010 was favorably impacted by $63.6 million due to the reversal of certain tax reserves. During the three months ended September 30, 2010, the Company settled its 2005 and 2006 U.S. federal income tax return examinations, including all issues that were at Appeals, and as part of this settlement, entered into binding closing agreements relating to specific issues under examination resulting in a reduction to the Company's unrecognized tax benefits in the amount of $63.6 million, including relevant penalties and interest. In addition, the Company's effective tax rate for the nine months ended September 30, 2010 was favorably impacted by $8.2 million due to the reversal of certain tax reserves upon resolution of a tax examination and was adversely affected by $6.7 million due primarily to the write-off of deferred tax assets determined not to be realizable upon the vesting of restricted stock. Moreover, the tax rate for the nine months ended September 30, 2010 was adversely impacted by the expiration of certain U.S. tax incentives, including credits for the certain research and development activities.

Footnote 11 — Earnings per Share

The calculation of basic and diluted earnings per share is shown below for the three and nine months ended September 30, (*in millions, except per share data*):

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Numerator for basic and diluted earnings per share:				
(Loss) income from continuing operations	$ (166.4)	$ 28.3	$ 52.9	$ 214.8
(Loss) income from discontinued operations	(11.2)	—	(8.1)	2.3
Net (loss) income	$ (177.6)	$ 28.3	$ 44.8	$ 217.1
Dividends and equivalents for share-based awards expected to be forfeited	—	—	0.1	0.1
Net (loss) income for basic earnings per share	$ (177.6)	$ 28.3	$ 44.9	$ 217.2
Effect of Preferred Securities (1)	—	—	—	—
Net (loss) income for diluted earnings per share	$ (177.6)	$ 28.3	$ 44.9	$ 217.2
Denominator for basic and diluted earnings per share:				
Weighted-average shares outstanding	290.8	270.2	291.1	275.6
Share-based payment awards classified as participating securities (2)	—	3.1	3.1	3.1
Denominator for basic earnings per share	290.8	273.3	294.2	278.7
Dilutive securities (3)	—	2.9	2.3	2.5
Convertible Notes (4)	—	15.4	0.3	17.0
Warrants (5)	—	9.4	—	9.9
Preferred Securities (1)	—	—	—	—
Denominator for diluted earnings per share	290.8	301.0	296.8	308.1
Basic earnings per share:				
(Loss) income from continuing operations	$ (0.57)	$ 0.10	$ 0.18	$ 0.77
(Loss) income from discontinued operations	(0.04)	—	(0.03)	0.01
Net (loss) income	$ (0.61)	$ 0.10	$ 0.15	$ 0.78
Diluted earnings per share:				
(Loss) income from continuing operations	$ (0.57)	$ 0.09	$ 0.18	$ 0.70
(Loss) income from discontinued operations	(0.04)	—	(0.03)	0.01
Net (loss) income	$ (0.61)	$ 0.09	$ 0.15	$ 0.70

(1) The Preferred Securities are anti-dilutive for each of the three and nine months ended September 30, 2011 and 2010, and therefore have been excluded from diluted earnings per share. Had the Preferred Securities been included in the diluted earnings per share calculation, net income for each of the three-month periods ended September 30, 2011 and 2010 would be increased by $3.5 million and net income for each of the nine-month periods ended September 30, 2011 and 2010 would be increased by $10.5 million. Weighted-average shares outstanding would be increased by 8.3 million shares for all periods presented.

(2) Share-based payment awards classified as participating securities are anti-dilutive for the three months ended September 30, 2011 and therefore have been excluded from basic and diluted earnings per share calculations. Had these securities been included, the weighted-average shares outstanding would be increased by 3.3 million for the three months ended September 30, 2011.

(3) Dilutive securities include “in the money” options, non-participating restricted stock units and performance stock units. The weighted-average shares outstanding exclude the effect of approximately 19.3 million stock options and other securities and 12.2 million stock options for the three months ended September 30, 2011 and 2010, respectively, and 12.1 million and 12.6 million stock options for the nine months ended September 30, 2011 and 2010, respectively, because such securities were anti-dilutive.

(4) The Convertible Notes were dilutive to the extent the average price during the period was greater than $8.61, the conversion price of the Convertible Notes, and the Convertible Notes are only dilutive for the "in the money" portion of the Convertible Notes that could be settled with the Company's stock. The Convertible Notes were dilutive for the three and nine month periods ended September 30, 2011 and 2010, as the average price of the Company's common stock during these periods was greater than $8.61. As disclosed in Footnote 6 of the Notes to Condensed Consolidated Financial Statements, substantially all of the remaining outstanding principal amount of the Convertible Notes was extinguished in March 2011, and as such, dilution for the three and nine months ended September 30, 2011 takes into consideration the period of time the Convertible Notes were outstanding. The Convertible Notes will not meaningfully impact diluted average shares outstanding in subsequent periods because the maximum amount of shares required to settle the "in the money" portion of the $0.1 million principal amount of the Convertible Notes outstanding as of September 30, 2011 is not material.

(5) The warrant transaction was settled during September 2010 and as such the warrants did not impact diluted average shares outstanding in periods subsequent thereto. The warrants were dilutive for the three and nine months ended September 30, 2010, as the average price of the Company's common stock during those periods was greater than $11.59, the exercise price of the warrants.

Footnote 12 — Stock-Based Compensation

The Company accounts for stock-based compensation pursuant to certain authoritative guidance which requires measurement of compensation cost for all stock awards at fair value on the date of grant and recognition of compensation, net of estimated forfeitures, over the requisite service period for awards expected to vest. The Company recognized $11.7 million and $9.0 million of pretax stock-based compensation during the three months ended September 30, 2011 and 2010, respectively, and $28.4 million and $27.8 million during the nine months ended September 30, 2011 and 2010, respectively.

In determining the fair value of stock options granted during the nine months ended September 30, 2011, the Company utilized its historical experience to estimate the expected life of the options and volatility.

The following table summarizes the changes in the number of shares of common stock under option for the nine months ended September 30, 2011 (*shares in millions*):

	Shares	Weighted Average Exercise Price	Exercisable at Period End	Aggregate Intrinsic Value Exercisable
Outstanding at December 31, 2010	16.3	$ 22	8.9	$ 1.5
Granted	1.0	19		
Forfeited / expired	(1.3)	23		
Outstanding at September 30, 2011	16.0	$ 21	10.2	$ 2.2

The following table summarizes the changes in the number of shares of restricted stock and restricted stock units for the nine months ended September 30, 2011 (*shares in millions*):

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2010	5.2	$ 13
Granted	2.4	17
Vested	(0.8)	21
Forfeited	(0.2)	13
Outstanding at September 30, 2011	6.6	$ 13

During the nine months ended September 30, 2011, the Company awarded 0.5 million performance stock units which entitle recipients to shares of the Company's stock at the end of a three-year vesting period if specified market conditions are achieved ("PSUs"). The PSUs entitle recipients to shares of common stock equal to 0% up to 200% of the number of units granted at the vesting date depending on the level of achievement of the specified market and service conditions. As of September 30, 2011, 2.2 million PSUs were outstanding, and based on performance through September 30, 2011, recipients of PSUs would be entitled to 0.9 million shares at the vesting date. The PSUs are included in the preceding table as if the participants earn shares equal to 100% of the units granted.

During the nine months ended September 30, 2011, the Company awarded 0.7 million performance stock units which entitle the recipient to shares of the Company's stock if specified market and service conditions are achieved. The performance stock units vest no earlier than two years from the date of grant and no later than seven years from the date of grant. Based on performance through September 30, 2011, the market conditions have not been achieved. The 0.7 million performance stock units are included in the preceding table as granted during the nine months ended September 30, 2011 and as outstanding as of September 30, 2011.

Footnote 13 — Fair Value Disclosures

Recurring Fair Value Measurements

The following tables present the Company’s non-pension financial assets and liabilities which are measured at fair value on a recurring basis (*in millions*):

Description	Fair Value as of September 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Money market fund investments (1)	$ —	$ —	$ —	$ —
Investment securities, including mutual funds (2)	15.3	7.1	8.2	—
Interest rate swaps	35.4	—	35.4	—
Foreign currency derivatives	1.3	—	1.3	—
Total	$ 52.0	$ 7.1	$ 44.9	$ —
Liabilities				
Foreign currency derivatives	$ 0.5	$ —	$ 0.5	$ —
Total	$ 0.5	$ —	$ 0.5	$ —

Description	Fair Value as of December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Money market fund investments (1)	$ 10.5	$ —	$ 10.5	$ —
Investment securities, including mutual funds (2)	22.7	7.4	15.3	—
Interest rate swaps	42.3	—	42.3	—
Foreign currency derivatives	2.6	—	2.6	—
Total	$ 78.1	$ 7.4	$ 70.7	$ —
Liabilities				
Foreign currency derivatives	$ 2.0	$ —	$ 2.0	$ —
Total	$ 2.0	$ —	$ 2.0	$ —

(1) Investments in money market funds are classified as cash equivalents due to their short-term nature and the ability for them to be readily converted into cash. Investments in money market funds are valued at the net asset value per share or unit multiplied by the number of shares or units held as of the measurement date and, accordingly, have been classified as Level 2 investments.

(2) The values of investment securities, including mutual funds, are classified as cash and cash equivalents ($1.6 million and $7.4 million as of September 30, 2011 and December 31, 2010, respectively) and other assets ($13.7 million and $15.3 million as of September 30, 2011 and December 31, 2010, respectively). For mutual funds that are publicly traded, fair value is determined on the basis of quoted market prices and, accordingly, these investments have been classified as Level 1. Other investment securities are valued at the net asset value per share or unit multiplied by the number of shares or units held as of the measurement date and have been classified as Level 2.

Non-recurring Fair Value Measurements

The Company's nonfinancial assets which are measured at fair value on a nonrecurring basis include property, plant and equipment, goodwill, intangible assets and certain other assets.

During the three months ended September 30, 2011, in conjunction with the Company's annual impairment tests of goodwill and indefinite-lived intangible assets, the Company recognized non-cash impairment charges of $382.6 million, primarily related to goodwill impairment in the Baby & Parenting and Hardware global business units. In making the assessment of goodwill impairment, management relies on a number of factors including operating results, business plans, economic projections, anticipated future cash flows, transactions, and market place data. Accordingly, these fair value measurements fall in Level 3 of the fair value hierarchy. The factors used by management in the impairment analysis are inherently subject to uncertainty. While the Company believes it has made reasonable estimates and assumptions to determine the fair value of its reporting units, if actual results are not consistent with management's estimates and assumptions, goodwill and other intangible assets may be overstated and could potentially trigger additional impairment charges.

During the nine months ended September 30, 2011, impairments associated with plans to dispose of certain property, plant and equipment were not material. The Company generally uses projected cash flows, discounted as necessary, to estimate the fair values of the impaired assets using key inputs such as management's projections of cash flows on a held-and-used basis (if applicable), management's projections of cash flows upon disposition and discount rates. Accordingly, these fair value measurements fall in Level 3 of the fair value hierarchy. These assets and certain liabilities are measured at fair value on a nonrecurring basis as part of the Company's impairment assessments and as circumstances require.

Financial Instruments

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, derivative instruments, notes payable and short and long-term debt. The carrying values for current financial assets and liabilities, including cash and cash equivalents, accounts receivable and accounts payable, approximate fair value due to the short maturity of such instruments. The fair values of the Company's derivative instruments are recorded in the Condensed Consolidated Balance Sheets and are disclosed in Footnote 8. The fair values of certain of the Company's current and long-term debt are based on quoted market prices and are as follows (*in millions*):

	September 30, 2011		December 31, 2010	
	Fair Value	**Book Value**	**Fair Value**	**Book Value**
Medium-term notes	$ 1,678.4	$ 1,636.3	$ 1,650.7	$ 1,623.0
Preferred securities underlying the junior convertible subordinated debentures	353.8	421.2	353.8	421.2

The carrying amounts of all other significant debt approximate fair value.

Footnote 14 — Segment Information

The Company's reportable segments are as follows:

Segment	Key Brands	Description of Primary Products
Home & Family	Rubbermaid®, Graco®, Aprica®, Levolor®, Calphalon®, Goody®	Indoor/outdoor organization, food storage and home storage products; infant and juvenile products such as car seats, strollers, highchairs and playards; drapery hardware, window treatments and cabinet hardware; gourmet cookware, bakeware, cutlery and small kitchen electrics; hair care accessories
Office Products	Sharpie®, Expo®, Dymo®, Mimio®, Paper Mate®, Parker®, Waterman®	Writing instruments, including pens, pencils, markers and highlighters, and art products; fine writing instruments and leather goods; office technology solutions such as label makers and printers, interactive teaching solutions and on-line postage
Tools, Hardware & Commercial Products	Lenox®, Rubbermaid® Commercial Products, Irwin®, Shur-line®, Bulldog®	Industrial bandsaw blades and cutting tools for pipes and HVAC systems; hand tools and power tool accessories; manual paint applicators, window hardware and convenience hardware; cleaning and refuse products, hygiene systems, material handling solutions and medical and computer carts and wall-mounted work stations

The Company's segment results are as follows (*in millions*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net Sales (1)				
Home & Family	$ 626.7	$ 608.8	$ 1,762.2	$ 1,757.7
Office Products	474.9	450.3	1,339.7	1,285.4
Tools, Hardware & Commercial Products	448.3	406.4	1,267.5	1,173.6
	$ 1,549.9	$ 1,465.5	$ 4,369.4	$ 4,216.7
Operating Income (Loss) (2)				
Home & Family	$ 88.6	$ 76.2	$ 209.8	$ 220.6
Office Products	76.9	70.8	228.1	217.5
Tools, Hardware & Commercial Products	65.5	70.6	177.5	189.2
Impairment charges	(382.6)	—	(382.6)	—
Restructuring costs	(5.5)	(16.2)	(12.3)	(53.3)
Corporate	(35.1)	(26.8)	(88.8)	(68.8)
	$ (192.2)	$ 174.6	$ 131.7	$ 505.2

	September 30, 2011	December 31, 2010
Identifiable Assets		
Home & Family	$ 952.1	$ 896.4
Office Products	1,054.1	972.0
Tools, Hardware & Commercial Products	959.6	931.5
Corporate (3)	3,246.0	3,605.4
	$ 6,211.8	$ 6,405.3

Geographic Area Information

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Net Sales (1), (4)				
United States	$ 1,041.0	$ 1,006.0	$ 2,915.1	$ 2,912.1
Canada	103.3	96.7	284.7	257.0
Total North America	1,144.3	1,102.7	3,199.8	3,169.1
Europe, Middle East and Africa	203.7	193.3	617.2	595.1
Latin America	86.2	69.6	238.4	191.4
Asia Pacific	115.7	99.9	314.0	261.1
Total International	405.6	362.8	1,169.6	1,047.6
	$ 1,549.9	$ 1,465.5	$ 4,369.4	$ 4,216.7
Operating Income (Loss) (2), (6)				
United States	$ (137.3)	$ 129.2	$ 86.0	$ 381.7
Canada	25.1	24.1	61.5	58.0
Total North America	(112.2)	153.3	147.5	439.7
Europe, Middle East and Africa (5)	(4.5)	(0.1)	14.6	19.3
Latin America	4.6	0.7	13.3	4.3
Asia Pacific	(80.1)	20.7	(43.7)	41.9
Total International	(80.0)	21.3	(15.8)	65.5
	$ (192.2)	$ 174.6	$ 131.7	$ 505.2

(1) All intercompany transactions have been eliminated. Sales to Wal-Mart Stores, Inc. and subsidiaries amounted to approximately 12.5% and 10.9% of consolidated net sales in the three and nine months ended September 30, 2011, respectively, and approximately 13.5% and 12.5% of consolidated net sales in the three and nine months ended September 30, 2010, respectively.

(2) Operating income (loss) by segment is net sales less cost of products sold and selling, general & administrative ("SG&A") expenses. Operating income by geographic area is net sales less cost of products sold, SG&A expenses, impairment charges, and restructuring and restructuring-related costs. Certain headquarters expenses of an operational nature are allocated to business segments and geographic areas primarily on a net sales basis. Depreciation and amortization is allocated to the segments on a percentage of sales basis, and the allocated depreciation and amortization is included in segment operating income.

(3) Corporate assets primarily include goodwill, capitalized software, cash and deferred tax assets.

(4) Geographic sales information is based on the region from which the products are shipped and invoiced.

(5) The Europe, Middle East and Africa operating income (loss) is after considering $11.5 million and $6.9 million of incremental SG&A costs associated with the European Transformation Plan for the three months ended September 30, 2011 and 2010, respectively, and $25.8 million and $8.5 million of similar costs for the nine months ended September 30, 2011 and 2010, respectively.

(6) The following table summarizes the restructuring costs and impairment charges by region included in operating income (loss) above:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Restructuring Costs				
United States	$ —	$ 3.0	$ —	$ 13.3
Canada	—	0.5	—	5.6
Total North America	—	3.5	—	18.9
Europe, Middle East and Africa	5.5	6.5	12.3	22.1
Latin America	—	5.3	—	7.4
Asia Pacific	—	0.9	—	4.9
Total International	5.5	12.7	12.3	34.4
	$ 5.5	$ 16.2	$ 12.3	$ 53.3

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Impairment Charges				
United States	$ 266.8	$ —	$ 266.8	$ —
Canada	—	—	—	—
Total North America	266.8	—	266.8	—
Europe, Middle East and Africa	9.2	—	9.2	—
Latin America	—	—	—	—
Asia Pacific	106.6	—	106.6	—
Total International	115.8	—	115.8	—
	$ 382.6	$ —	$ 382.6	$ —

Footnote 15 — Other Accrued Liabilities

Other accrued liabilities included the following (*in millions*):

	September 30, 2011	December 31, 2010
Customer accruals	$ 244.9	$ 280.9
Accruals for manufacturing, marketing and freight expenses	100.7	108.9
Accrued self-insurance liabilities	72.9	73.1
Accrued pension, defined contribution and other postretirement benefits	42.4	45.3
Accrued contingencies, primarily legal, environmental and warranty	34.0	39.1
Accrued restructuring (See Footnote 4)	19.3	33.5
Other	113.7	117.4
Other accrued liabilities	$ 627.9	$ 698.2

Customer accruals are promotional allowances and rebates, including cooperative advertising, given to customers in exchange for their selling efforts and volume purchased. The self-insurance accrual is primarily casualty liabilities such as workers' compensation, general and product liability and auto liability and is estimated based upon historical loss experience combined with actuarial evaluation methods, review of significant individual files and the application of risk transfer programs.

Footnote 16 — Litigation and Contingencies

The Company is involved in legal proceedings in the ordinary course of its business. These proceedings include claims for damages arising out of use of the Company's products, allegations of infringement of intellectual property, commercial disputes and employment matters, as well as environmental matters. Some of the legal proceedings include claims for punitive as well as compensatory damages, and certain proceedings may purport to be class actions.

In the normal course of business and as part of its acquisition and divestiture strategy, the Company may provide certain representations and indemnifications related to legal, environmental, product liability, tax or other types of issues. Based on the nature of these representations and indemnifications, it is not possible to predict the maximum potential payments under all of these agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements did not have a material effect on the Company's business, financial condition or results of operations.

The Company, using current product sales data and historical trends, actuarially calculates the estimate of its exposure for product liability. The Company has product liability reserves of $43.3 million and $42.3 million as of September 30, 2011 and December 31, 2010, respectively. The Company is insured for product liability claims for amounts in excess of established deductibles and accrues for the estimated liability as described up to the limits of the deductibles. All other claims and lawsuits are handled on a case-by-case basis.

In July 2007, the Company acquired all of the outstanding equity interests of PSI Systems, Inc. ("Endicia"), provider of DYMO|Endicia Internet Postage. Endicia was party to a lawsuit against it alleging patent infringement which was filed on November 22, 2006 in the U.S. District Court for the Central District of California. In this case, Stamps.com sought unspecified damages, attorneys' fees and injunctive relief in order to prevent Endicia from continuing to engage in activities that are alleged to infringe on Stamps.com's patents. In 2010, the Court entered judgment in favor of the Company terminating the action on summary judgment, and on June 15, 2011, the U.S. Court of Appeals for the Federal Circuit affirmed that judgment. Stamps.com's petition for a rehearing before the Federal Circuit panel was denied and Stamps.com has no further right of appeal. A separate case, in which Endicia and Stamps.com each claim infringement of different patents, remains pending in the same trial court as the first proceeding. There can be no assurance the Company will be successful in defending itself in this matter.

The City of Sao Paulo's Green and Environmental Office (the "Sao Paulo G&E Office") is seeking fines of up to approximately $4.0 million related to alleged improper storage of hazardous materials at the Company's tool manufacturing facility located in Sao Paulo, Brazil. The Company has obtained a stay of enforcement of a notice of fine due October 1, 2009 issued by the Sao Paulo G&E Office. The Company plans to continue to contest the fines.

The Company (through two of its affiliates) has been involved in litigation originally filed in June 2008 in the U.S. District Court for the Western District of North Carolina with Worthington Industries, Inc. ("Worthington") over breach of a supply contract and price increases levied by Worthington after having wrongfully terminated the contract prior to its expiration. In February 2010, a jury determined that Worthington: (a) breached the supply agreement; (b) illegally traded upon the goodwill of the Company; and (c) committed deceptive trade practices in violation of relevant laws. The jury awarded damages of $13.0 million to the Company, and the Company was subsequently awarded an additional $2.8 million in pre-judgment interest and attorneys' fees. In conjunction with the sale of the Company's hand torch and solder business to Worthington, the parties agreed to settle all claims. See Footnote 2 for further details.

As of September 30, 2011, the Company was involved in various matters concerning federal and state environmental laws and regulations, including matters in which the Company has been identified by the U.S. Environmental Protection Agency and certain state environmental agencies as a potentially responsible party ("PRP") at contaminated sites under the Federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") and equivalent state laws.

In assessing its environmental response costs, the Company has considered several factors, including the extent of the Company's volumetric contribution at each site relative to that of other PRPs; the kind of waste; the terms of existing cost sharing and other applicable agreements; the financial ability of other PRPs to share in the payment of requisite costs; the Company's prior experience with similar sites; environmental studies and cost estimates available to the Company; the effects of inflation on cost estimates; and the extent to which the Company's, and other parties', status as PRPs is disputed.

The Company’s estimate of environmental response costs associated with these matters as of September 30, 2011 ranged between $19.5 million and $31.9 million. As of September 30, 2011, the Company had a reserve of $21.6 million for such environmental remediation and response costs in the aggregate, which is included in other accrued liabilities and other noncurrent liabilities in the Condensed Consolidated Balance Sheet. No insurance recovery was taken into account in determining the Company’s cost estimates or reserve, nor do the Company’s cost estimates or reserves reflect any discounting for present value purposes, except with respect to certain long-term operations and maintenance CERCLA matters, which are estimated at their present value of $18.7 million by applying a 5% discount rate to undiscounted obligations of $27.8 million.

Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility that sites acquired in business combinations may require environmental response costs, actual costs to be incurred by the Company may vary from the Company’s estimates.

Although management of the Company cannot predict the ultimate outcome of these proceedings with certainty, it believes that the ultimate resolution of the Company’s proceedings, including any amounts it may be required to pay in excess of amounts reserved, will not have a material effect on the Company’s condensed consolidated financial statements.

Footnote 17 — Subsequent Events

In October 2011, the Company announced Project Renewal, a global initiative designed to reduce the complexity of the organization and increase investment in the most significant growth platforms within the business, funded by a reduction in structural SG&A costs. Cost savings will be achieved in large part through a consolidation of three operating groups into two, and of thirteen global business units into nine. In addition, the consolidation of a limited number of manufacturing facilities and distribution centers will be implemented as part of the plan, with the goal of increasing operational efficiency, reducing costs, and improving gross margin. The Company expects to incur cash costs of $75 to $90 million and record pretax restructuring charges in the range of $90 to $100 million under the plan.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of the Company's consolidated results of operations and financial condition. The discussion should be read in conjunction with the accompanying condensed consolidated financial statements and notes thereto.

Business Overview

Newell Rubbermaid is a global marketer of consumer and commercial products that touch the lives of people where they work, live and play. The Company's products are marketed under a strong portfolio of brands, including Rubbermaid®, Graco®, Aprica®, Levolor®, Calphalon®, Goody®, Sharpie®, Paper Mate®, Dymo®, Parker®, Waterman®, Irwin® and Lenox®. The Company's multi-product offering consists of well-known name-brand consumer and commercial products in three business segments: Home & Family; Office Products; and Tools, Hardware & Commercial Products.

Business Strategy

Newell Rubbermaid's vision is to become a global company of Brands That Matter™ and great people, known for best-in-class results. The Company is committed to building consumer-meaningful brands through understanding the needs of consumers and using those insights to create innovative, highly differentiated product solutions that offer performance and value. The Company's strategy is to build Brands That Matter™ to drive demand, fuel growth through margin expansion and scale synergies and leverage the portfolio for faster growth.

- Building Brands That Matter™ to drive demand involves continued focus on consumer-driven innovation, developing best-in-class marketing and branding capabilities across the organization, and investing in strategic brand-building activities, including investments in research and development to better understand target consumers and their needs.
- Fueling growth through margin expansion and scale synergies entails continued focus on achieving best cost and improving productivity through the adoption of best-in-class practices, including leveraging scale, optimizing the supply chain to improve capacity utilization and to deliver productivity savings, reducing costs in nonmarket-facing activities, designing products to optimize input costs and utilizing strategic sourcing partners when it is cost effective. Achieving best cost allows the Company to improve its competitive position, generate funds for increased investment in strategic brand-building initiatives and preserve cash and liquidity.
- Leveraging the portfolio includes more complete deployment of our brands in existing customers and geographies, accelerating expansion outside North America, targeting investment in higher growth businesses and categories, and acquiring businesses that facilitate geographic and category expansion, thus enhancing the potential for growth and improved profitability.

In implementing the three tenets of its strategy, the Company is focused on Everyday Great Execution, or EDGE, to capitalize on and maximize the benefits of investment and growth opportunities and to optimize the cost structure of the business.

The Company's core organizing concept is the global business unit ("GBU"). The Company is organized into 13 GBUs, and each GBU supports one or more of the Company's key brands worldwide, with a focus on developing and marketing differentiated products designed to meet consumers' needs. The GBU structure positions the business units to leverage research and development, branding, marketing and innovation on a global basis and facilitates the Company's objective of optimizing working capital and shared resources. The Company's 13 GBUs are aggregated into three operating segments, which are as follows:

Segment	GBU	Key Brands	Description of Primary Products
Home & Family	Rubbermaid Consumer	Rubbermaid®	Indoor/outdoor organization, food storage, and home storage products
	Baby & Parenting	Graco®, Aprica®	Infant and juvenile products such as car seats, strollers, highchairs, and playards
	Décor	Levolor®, Kirsch®, Amerock®	Drapery hardware, window treatments and cabinet hardware
	Culinary Lifestyles	Calphalon®	Gourmet cookware, bakeware, cutlery and small kitchen electrics
	Beauty & Style	Goody®	Hair care accessories

Segment	GBU	Key Brands	Description of Primary Products
Office Products	Markers, Highlighters, Art & Office Organization	Sharpie®, Expo®	Writing instruments, including markers and highlighters, and art products
	Technology	Dymo®, Mimio®	Office technology solutions such as label makers and printers, interactive teaching solutions and on-line postage
	Everyday Writing	Paper Mate®	Writing instruments, including pens and pencils
	Fine Writing & Luxury Accessories	Parker®, Waterman®	Fine writing instruments and leather goods
Tools, Hardware & Commercial Products	Industrial Products & Services	Lenox®	Industrial bandsaw blades, power tool accessories and cutting tools for pipes and HVAC systems
	Commercial Products	Rubbermaid® Commercial Products	Cleaning and refuse products, hygiene systems, material handling solutions and medical and computer carts and wall mounted work stations
	Construction Tools & Accessories	Irwin®	Hand tools and power tool accessories
	Hardware	Shur-line®, Bulldog®	Manual paint applicators, window hardware and convenience hardware

Market and Performance Overview

The Company operates in the consumer and commercial products markets, which are generally impacted by overall economic conditions in the regions in which the Company operates. The Company's results for the first nine months of 2011 were impacted by the following factors:

- Core sales increased 3.3% in the third quarter compared to the same period last year due to core sales growth in the U.S. and emerging markets. The core sales increase in the quarter contributed to 1.1% core sales growth in the first nine months of 2011 compared to the same period last year, with double- and high single-digit increases in Latin America and Asia Pacific, respectively, as the Company continues its focus on expanding geographically and into emerging markets. The Company's overall core sales growth in 2011 has been adversely impacted by weak consumer spending and the challenging macro-economic environments in North America and Europe, as core sales increased modestly in North America and declined 3.4% in Europe compared to the same period last year.

- Core sales increased 5.4% in the Tools, Hardware & Commercial Products segment, led by double-digit core sales growth in the Industrial Products & Services GBU, offset by a core sales decline of 1.3% in the Home & Family segment, which is primarily attributable to the impact of market dynamics in the Baby & Parenting product categories. When combined with Office Products' relatively unchanged core sales, the Company generated 1.1% overall core sales growth.

- Input and sourced product cost inflation was partially offset by productivity and pricing which resulted in gross margins of 37.7%, a 50 basis point decrease compared to the same period in 2010.

- Continued selective spend for strategic SG&A activities to drive sales, enhance the new product pipeline and develop growth platforms. During the first nine months of 2011, the Company's spend for strategic brand-building and consumer demand creation activities included spend for the following:

  - Graco® Smart Seat™ All-In-One Car Seat, the first all-in-one car seat to feature a one-time install, stay-in-car Smart Base™ that accommodates newborns all the way up to children weighing 100 pounds;

  - Expansion of the Aprica® product line in Japan with car seats and strollers with features to enhance safety, comfort, convenience and maneuverability, and the launch of the Aprica® product line at key retailers in North America;

  - Launch of the Rubbermaid® Glass with Easy Find Lids food storage platform, which combines the nesting, stacking and "no spill lid" system with the reheating and serving advantages of glass;

- Ongoing support for the Rubbermaid® Reveal™ Microfiber Spray Mop that helps consumers clean floors better, while reducing waste and saving money;

- The continued rollout of the Size-in-Store program, which leverages advanced technology to make it easy for consumers to purchase custom-sized Levolor® blinds and shades right in the store;

- The launch of Calphalon® Kitchen Electrics, which are designed to provide accurate temperature control, even heat delivery and ensure foods cook evenly and thoroughly, for reliable results;

- Initiatives to support global expansion, with a particular focus on activities supporting launches of Paper Mate® and Sharpie® products in Brazil;

- Paper Mate®'s InkJoy® line of writing instruments, which feature innovative ultra-low viscosity ink for a smooth writing experience, rolling out world-wide, starting in Latin America;

- Continued expansion of dedicated Parker® "shop-in-shop" retail outlets in China and other regions to enhance in-store merchandising;

- Launches of the Parker® Sonnet™ Collection, the Parker® Ingenuity Collection featuring Parker 5th™ Technology and the Waterman® Pure White™ collection;

- Expansion of sales forces in the Technology and Industrial Products & Services GBUs to drive greater sales penetration and enhance the availability of products;

- DVAC 1 Pass Cleaning Solution™ by Rubbermaid® Commercial Products, which combines dusting, vacuuming, mopping and waste collection into a single mobile unit, boosting productivity and reducing labor costs;

- Rubbermaid® Commercial Products HYGEN Clean Water System, which is a revolutionary mopping system featuring an integrated, innovative water filter for generating clean water from dirty mopping water; and

- The launch of Lenox®'s innovative new hole saw, which features a unique slotted design for easy plug removal.

- Non-cash impairment charges of $382.6 million were recorded as a result of the Company's annual impairment testing of goodwill and indefinite-lived intangible assets, principally relating to impairment of goodwill in the Baby & Parenting and Hardware GBUs.

- Divestiture of the BernzOmatic hand torch and solder business, which resulted in an after-tax loss on the sale of $15.2 million, and when combined with the $7.1 million of net income from operations of the hand torch and solder business, the Company recognized $8.1 million of net loss from discontinued operations for the nine months ended September 30, 2011.

- Continued the execution of the European Transformation Plan, which includes projects designed to improve the financial performance of the European business.

- The expiration of various worldwide statutes of limitation for certain tax periods resulted in the recognition of $49.0 million of previously unrecognized tax benefits.

- Completion of the Capital Structure Optimization Plan after finalization of the accelerated stock buyback program in March 2011 resulting in an additional 2 million shares of the Company's common stock being repurchased and retired. In addition, the Company exchanged shares and cash for an additional $20 million principal amount of the extant convertible notes in the first quarter of 2011, essentially eliminating these notes from the Company's capital structure.

- Commenced a $300.0 million three-year share repurchase plan that expires in August 2014, pursuant to which the Company repurchased and retired 1.9 million shares of common stock for $24.4 million during the three months ended September 30, 2011.

- The Company's Board of Directors approved a 60% increase in the Company's quarterly dividend from $0.05 per share to $0.08 per share, which took effect with the Company's dividend paid in June 2011.

Projects and Initiatives

Project Renewal

In October 2011, the Company commenced the implementation of Project Renewal, a program designed to reduce the complexity of the organization and increase investment in the most significant growth platforms within the business, funded by a reduction in structural selling, general & administrative ("SG&A") costs. Cost savings from the program are expected to be achieved in large part through a consolidation of the current three operating groups into two, and of thirteen GBUs into nine. One of the two new operating groups will be primarily consumer facing while the other will be primarily commercial facing, and the two new operating groups will be operational effective January 1, 2012.

In connection with the program, the Company expects to incur cash costs of $75 to $90 million and record pretax restructuring charges in the range of $90 to $100 million through the end of 2012, the majority of which are employee-related cash costs, including severance, retirement, and other termination benefits and costs. Charges of between $30 and $40 million are expected to be incurred in the fourth quarter of 2011. The consolidation of a limited number of manufacturing facilities and distribution centers will also be implemented as part of the program, with the goal of increasing operational efficiency, reducing costs, and improving gross margin, and the Company estimates a total net headcount reduction of approximately 500 resulting from Project Renewal.

The Company expects to generate cost savings of approximately $90 to $100 million when the program is fully implemented by the end of 2012. The majority of the savings will be reinvested in the business to unlock accelerated growth.

European Transformation Plan

In 2010, the Company announced a program to simplify and centralize its European business (the “European Transformation Plan”). The European Transformation Plan includes initiatives designed to transform the European organizational structure and processes to centralize certain operating activities, improve performance, leverage the benefits of scale and to contribute to a more efficient and cost-effective implementation of an enterprise resource planning system in Europe, all with the aim of increasing operating income margin in the European region to at least ten percent.

The European Transformation Plan is expected to result in aggregate restructuring and other plan-related costs of $110 to $115 million. The European Transformation Plan is expected to be completed in 2012 and is expected to result in cumulative restructuring charges totaling between $40 and $45 million, substantially all of which are employee-related cash costs, including severance, retirement, and other termination benefits and relocation costs. The Company also expects to incur an additional $70 to $75 million of selling, general and administrative expenses, referred to herein as restructuring-related charges, to implement the European Transformation Plan. The Company expects the European Transformation Plan to be completed by the end of the year ending December 31, 2012. Through September 30, 2011, the Company has incurred restructuring and restructuring-related charges of approximately $12 million and $41 million, respectively, under the European Transformation Plan. The Company expects to realize annual after-tax savings of $55 to $65 million upon completion of the implementation of the European Transformation Plan.

As part of its European Transformation Plan, the Company has initiated the relocation of key personnel to Geneva, Switzerland, and the relocation is expected to be substantially complete by the end of 2011. In addition, the Company has undertaken various projects to maximize gross margins and centralize operations in the region.

One Newell Rubbermaid

The Company strives to leverage the common business activities and best practices of its GBUs, and to build one common culture of shared values with a focus on collaboration and teamwork. Through this initiative, the Company has established regional shared service centers to leverage nonmarket-facing functional capabilities to reduce costs. In addition, the Company has consolidated the leadership and strategic operations of five of the Company’s GBUs into the Company’s headquarters facilities to facilitate the sharing of knowledge and better leverage best practices.

The Company is also migrating multiple legacy systems and users to a common SAP global information platform in a phased, multi-year rollout. SAP is expected to enable the Company to integrate and manage its worldwide business and reporting processes more efficiently. Through September 30, 2011, the North American operations of substantially all of the Company's 13 GBUs have successfully gone live with their SAP implementation efforts, including the North American operations of the Décor GBU in August 2011. The Company’s European operations are expected to go-live on SAP in the first half of 2012.

Foreign Currency – Venezuela

The Company began accounting for its Venezuelan operations using highly inflationary accounting in January 2010. Under highly inflationary accounting, the Company remeasures assets, liabilities, sales and expenses denominated in Bolivar Fuertes into U.S. Dollars using the applicable exchange rate, and the resulting translation adjustments are included in earnings. As of September 30, 2011, the Company’s Venezuelan subsidiary had approximately $40.0 million of net monetary assets denominated in Bolivar

Fuertes at the SITME rate of 5.3 Bolivar Fuertes to U.S. Dollar, and as a result, a 5% increase (decrease) in the applicable exchange rate would decrease (increase) the Company's pretax income by $2.0 million.

Results of Operations

The following table sets forth for the periods indicated items from the Condensed Consolidated Statements of Operations as reported and as a percentage of net sales for the three and nine months ended September 30, *(in millions, except percentages)*:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2011		2010		2011		2010	
Net sales	$ 1,549.9	100.0 %	$ 1,465.5	100.0 %	$ 4,369.4	100.0 %	$ 4,216.7	100.0 %
Cost of products sold	970.6	62.6	902.1	61.6	2,720.8	62.3	2,605.6	61.8
Gross margin	579.3	37.4	563.4	38.4	1,648.6	37.7	1,611.1	38.2
Selling, general and administrative expenses	383.4	24.7	372.6	25.4	1,122.0	25.7	1,052.6	25.0
Impairment charges	382.6	24.7	—	—	382.6	8.8	—	—
Restructuring costs	5.5	0.4	16.2	1.1	12.3	0.3	53.3	1.3
Operating (loss) income	(192.2)	(12.4)	174.6	11.9	131.7	3.0	505.2	12.0
Nonoperating expenses:								
Interest expense, net	21.8	1.4	30.3	2.1	65.0	1.5	95.5	2.3
Losses related to extinguishments of debt	—	—	218.6	14.9	4.8	0.1	218.6	5.2
Other expense (income), net	6.0	0.4	(3.5)	(0.2)	11.0	0.3	(9.6)	(0.2)
Net nonoperating expenses	27.8	1.8	245.4	16.7	80.8	1.8	304.5	7.2
(Loss) income before income taxes	(220.0)	(14.2)	(70.8)	(4.8)	50.9	1.2	200.7	4.8
Income tax benefit	(53.6)	(3.5)	(99.1)	(6.8)	(2.0)	—	(14.1)	(0.3)
(Loss) income from continuing operations	(166.4)	(10.7)	28.3	1.9	52.9	1.2	214.8	5.1
(Loss) income from discontinued operations	(11.2)	(0.7)	—	—	(8.1)	(0.2)	2.3	0.1
Net (loss) income	$ (177.6)	(11.5)%	$ 28.3	1.9 %	$ 44.8	1.0 %	$ 217.1	5.1 %

Three Months Ended September 30, 2011 vs. Three Months Ended September 30, 2010

Consolidated Operating Results:

Net sales for the three months ended September 30, 2011 were $1,549.9 million, representing an increase of $84.4 million, or 5.8%, from $1,465.5 million for the three months ended September 30, 2010. The following table sets forth an analysis of changes in consolidated net sales for the three months ended September 30, 2011 as compared to the three months ended September 30, 2010 *(in millions, except percentages)*:

Core sales	$ 47.3	3.3%
Foreign currency	37.1	2.5
Total change in net sales	$ 84.4	5.8%

Core sales increased 3.3%, led by high single-digit core sales growth in the Tools, Hardware & Commercial Products segment. Foreign currency had the effect of increasing net sales by 2.5%. Excluding foreign currency, sales in the Company's North American and international businesses increased approximately 3.1% and 3.5%, respectively.

Gross margin, as a percentage of net sales, for the three months ended September 30, 2011 was 37.4%, or $579.3 million, versus 38.4%, or $563.4 million, for the three months ended September 30, 2010. The 100 basis point decline in gross margin was attributable to input and sourced product cost inflation partially offset by impacts of pricing actions realized during the quarter. On an annualized basis, commodities consumed as raw materials generally represent approximately 10% to 15% of annual cost of products sold, with no single type of commodity representing more than 10% of cost of products sold.

SG&A expenses for the three months ended September 30, 2011 were 24.7% of net sales, or $383.4 million, versus 25.4% of net sales, or $372.6 million, for the three months ended September 30, 2010. In constant currency, SG&A expenses remained relatively unchanged with $25.0 million lower structural SG&A costs offset by a $4.6 million increase in restructuring-related costs, $4.4 million of incremental costs associated with the Company's Chief Executive Officer transition, and a $15.6 million increase in strategic spending directed towards organic growth in faster growing markets and new categories.

As a result of the Company's annual impairment testing of goodwill and indefinite-lived intangible assets, the Company recorded non-cash impairment charges of $382.6 million during the three months ended September 30, 2011, principally relating to the impairment of goodwill in the Company's Baby & Parenting and Hardware GBUs. There were no similar charges recorded during the three months ended September 30, 2010.

The Company recorded restructuring costs of $5.5 million and $16.2 million for the three months ended September 30, 2011 and 2010, respectively. The year-over-year decrease in restructuring costs was attributable to the completion of Project Acceleration in 2010. The restructuring costs for the three months ended September 30, 2011 relate to the European Transformation Plan and consisted of $3.3 million of employee severance, termination benefits and employee relocation costs and $2.2 million of exited contractual commitments and other restructuring costs. The restructuring costs for the three months ended September 30, 2010 included $3.3 million of facility and other exit costs, $8.0 million of employee severance, termination benefits and employee relocation costs, and $4.9 million of exited contractual commitments and other restructuring costs. See Footnote 4 of the Notes to Condensed Consolidated Financial Statements for further information.

Operating loss for the three months ended September 30, 2011 was $192.2 million, or 12.4% of net sales, versus operating income of $174.6 million, or 11.9% of net sales, for the three months ended September 30, 2010. The primary driver of the change in operating income was the $382.6 million of impairment charges recorded during the three months ended September 30, 2011. Excluding the impact of the $382.6 million of impairment charges, which were 24.7% of net sales, operating income margin for the three months ended September 30, 2011 would be 12.3% of net sales, comparable to the 11.9% operating income margin for the three months ended September 30, 2011.

Net nonoperating expenses for the three months ended September 30, 2011 were $27.8 million versus $245.4 million for the three months ended September 30, 2010. Excluding the impacts of losses related to extinguishments of debt of $218.6 million, which did not recur in the 2011 period, net nonoperating expenses increased $1.0 million. Interest expense for the three months ended September 30, 2011 was $21.8 million, a decrease of $8.5 million from $30.3 million for the three months ended September 30, 2010, due to lower overall borrowing costs resulting from benefits from the Capital Structure Optimization Plan, a more favorable interest rate environment and a higher mix of short-term borrowings. The reduction in interest expense was more than offset by the impact of foreign exchange transactional losses during the three months ended September 30, 2011. During the three months ended September 30, 2010, the Company executed a series of transactions under its Capital Structure Optimization Plan intended to simplify the Company's capital structure, lower interest costs and reduce potential future dilution from the convertible notes. The losses related to extinguishments of debt of $218.6 million recognized in the three months ended September 30, 2010 relate to the retirement of $279.3 million of the $300.0 million aggregate principal amount of 10.60% senior unsecured notes due April 2019 and $324.7 million principal amount of the $345.0 million 5.50% convertible senior notes due 2014 pursuant to the Capital Structure Optimization Plan.

The Company recognized an income tax benefit of $53.6 million for the three months ended September 30, 2011, compared to an income tax benefit of $99.1 million for the three months ended September 30, 2010. The change in the income tax benefit was primarily attributable to the deductibility of the $382.6 million of impairment charges and $218.6 million of losses on extinguishment of debt in the three months ended September 30, 2011 and 2010, respectively, because the impairment charges are not fully deductible while the losses on extinguishment of debt were fully deductible. The change in the income tax benefit was also attributable to the recognition of income tax benefits of $28.2 million in the three months ended September 30, 2011 due to the reversal of accruals for certain tax contingencies, including interest and penalties, upon the expiration of various worldwide statutes of limitation, and the recognition of $63.6 million of previously unrecognized tax benefits in September 2010 as a result of the Company entering into a binding closing agreement related to its 2005 and 2006 U.S. Federal income tax examination, including all issues that were at Appeals.

The net loss from discontinued operations was $11.2 million and $0 for the three months ended September 30, 2011 and 2010, respectively. The loss on disposal of discontinued operations for the three months ended September 30, 2011 was $15.2 million, after tax, related to the disposal of the Bernzomatic hand torch and solder business. See Footnote 2 of the Notes to Condensed Consolidated Financial Statements for further information.

Business Segment Operating Results:

Net sales by segment were as follows for the three months ended September 30, (*in millions, except percentages*):

	2011	2010	% Change
Home & Family	$ 626.7	$ 608.8	2.9%
Office Products	474.9	450.3	5.5
Tools, Hardware & Commercial Products	448.3	406.4	10.3
Total net sales	$ 1,549.9	$ 1,465.5	5.8%

The following table sets forth an analysis of changes in net sales in each segment for the three months ended September 30, 2011 as compared to the three months ended September 30, 2010:

	Home & Family	Office Products	Tools, Hardware & Commercial Products
Core sales	1.1%	2.2%	7.5%
Foreign currency	1.8	3.3	2.8
Total change in net sales	2.9%	5.5%	10.3%

Operating income (loss) by segment was as follows for the three months ended September 30, (*in millions, except percentages*):

	2011	2010	% Change
Home & Family	$ 88.6	$ 76.2	16.3 %
Office Products	76.9	70.8	8.6
Tools, Hardware & Commercial Products	65.5	70.6	(7.2)
Impairment charges	(382.6)	—	NMF
Restructuring costs	(5.5)	(16.2)	66.0
Corporate (1)	(35.1)	(26.8)	(31.0)
Total operating (loss) income	$ (192.2)	$ 174.6	NMF

NMF - Not meaningful

(1) Includes restructuring-related costs of $11.5 million and $6.9 million for the three months ended September 30, 2011 and 2010, respectively, associated with the European Transformation Plan, and the three months ended September 30, 2011 includes $4.4 million of incremental costs associated with the Company's Chief Executive Officer transition.

Home & Family

Net sales for the three months ended September 30, 2011 were $626.7 million, an increase of $17.9 million, or 2.9%, from $608.8 million for the three months ended September 30, 2010. Core sales increased 1.1%, led by double and mid-single digit core sales growth in the Culinary Lifestyles and Beauty & Style GBUs, respectively, due to higher volumes and new products, partially offset by low and mid-single digit core sales declines in the Baby & Parenting and Décor GBUs, respectively. The core sales decline at Décor was driven primarily by customers accelerating purchases to the second quarter of 2011 in advance of the GBU's SAP go-live in August 2011. Foreign currency had a favorable impact of 1.8%.

Operating income for the three months ended September 30, 2011 was $88.6 million, or 14.1% of net sales, an increase of $12.4 million, or 16.3%, from $76.2 million, or 12.5% of net sales, for the three months ended September 30, 2010. The 160 basis point increase in operating income margin is attributable to lower SG&A costs. In constant currency, SG&A costs as a percentage of net sales declined 190 basis points, primarily due to lower structural SG&A costs.

Office Products

Net sales for the three months ended September 30, 2011 were $474.9 million, an increase of $24.6 million, or 5.5%, from $450.3 million for the three months ended September 30, 2010. Core sales increased 2.2%, driven by healthy back-to-school sales in North America, which resulted in a core sales increase in the Markers, Highlighters, Art & Office Organization GBU, and high single-digit core sales growth in the Technology GBU. Foreign currency had a favorable impact of 3.3%.

Operating income for the three months ended September 30, 2011 was $76.9 million, or 16.2% of net sales, an increase of $6.1 million, or 8.6%, from $70.8 million, or 15.7% of net sales, for the three months ended September 30, 2010. The 50 basis point improvement in operating income margin is attributable to a 160 basis point reduction in constant currency SG&A costs as a percentage of net sales due to lower structural SG&A costs, partially offset by declines in gross margins due to input and sourced product cost inflation and unfavorable product mix due to higher promotional activity and a more price sensitive consumer environment.

Tools, Hardware & Commercial Products

Net sales for the three months ended September 30, 2011 were $448.3 million, an increase of $41.9 million, or 10.3%, from $406.4 million for the three months ended September 30, 2010. Core sales increased 7.5%, driven by double-digit core sales growth in the Industrial Products & Services GBU and high single-digit growth in the Commercial Products and Construction Tools & Accessories GBUs, partially offset by a core sales decline in the Hardware GBU. Core sales growth in emerging markets was strong, contributing to double-digit core sales growth in the Asia Pacific and Latin America regions. Foreign currency had a favorable impact of 2.8%.

Operating income for the three months ended September 30, 2011 was $65.5 million, or 14.6% of net sales, a decrease of $5.1 million, or 7.2%, from $70.6 million, or 17.4% of net sales, for the three months ended September 30, 2010. The 280 basis point decrease in operating income margin is primarily attributable to the impacts of input cost inflation and unfavorable product mix due to a more price sensitive environment, which unfavorably impacted operating income margins by a combined 420 basis points, partially offset by pricing gains realized during the quarter. In constant currency, SG&A costs as a percentage of net sales remained relatively unchanged, as investments in incremental strategic SG&A costs were commensurate with the increase in core sales.

Nine Months Ended September 30, 2011 vs. Nine Months Ended September 30, 2010

Consolidated Operating Results:

Net sales for the nine months ended September 30, 2011 were $4,369.4 million, representing an increase of $152.7 million, or 3.6%, from $4,216.7 million for the nine months ended September 30, 2010. The following table sets forth an analysis of changes in consolidated net sales for the nine months ended September 30, 2011 as compared to the nine months ended September 30, 2010 *(in millions, except percentages)*:

Core sales	$	48.9	1.1%
Foreign currency		103.8	2.5
Total change in net sales	$	152.7	3.6%

Core sales increased 1.1% compared to the prior year driven by growth in the Company’s international businesses, particularly in emerging markets, with double- and high single-digit core sales growth in the Latin America and Asia Pacific regions, respectively, across substantially all segments. Excluding foreign currency, sales at the Company’s international and North America businesses increased 3.5% and 0.4%, respectively. Foreign currency contributed 2.5% to the increase in net sales.

Gross margin, as a percentage of net sales, for the nine months ended September 30, 2011 was 37.7%, or $1,648.6 million, versus 38.2% of net sales, or $1,611.1 million, for the nine months ended September 30, 2010. The primary driver of the 50 basis point gross margin decrease was input and sourced product cost inflation, which was partially offset by pricing and productivity.

SG&A expenses for the nine months ended September 30, 2011 were 25.7% of net sales, or $1,122.0 million, versus 25.0% of net sales, or $1,052.6 million, for the nine months ended September 30, 2010. In constant currency, SG&A expenses increased $38.9 million due to $39.9 million of incremental investments in brand building and other strategic SG&A activities to support marketing initiatives, advertising and promotions, new market entries and global expansion. SG&A expenses also include $4.4 million of incremental costs incurred due to the Company's Chief Executive Officer transition and an increase of $17.3 million in restructuring-related costs for the European Transformation Plan. The aforementioned increases were partially offset by $22.7 million lower structural SG&A costs.

As a result of the Company's annual impairment testing of goodwill and indefinite-lived intangible assets, the Company recorded non-cash impairment charges of $382.6 million during the nine months ended September 30, 2011, principally relating to the impairment of goodwill in the Company's Baby & Parenting and Hardware GBUs. There were no similar charges recorded during the nine months ended September 30, 2010.

The Company recorded restructuring costs of $12.3 million and $53.3 million for the nine months ended September 30, 2011 and 2010, respectively. The year-over-year decrease in restructuring costs was attributable to the completion of Project Acceleration in 2010. The restructuring costs for the nine months ended September 30, 2011 relate to the European Transformation Plan and consisted of $10.1 million of employee severance, termination benefits and employee relocation costs and $2.2 million of exited contractual commitments and other restructuring costs. The restructuring costs for the nine months ended September 30, 2010 included $5.0 million of facility and other exit costs, $40.2 million of employee severance, termination benefits and employee relocation costs, and $8.1 million of exited contractual commitments and other restructuring costs. See Footnote 4 of the Notes to Condensed Consolidated Financial Statements for further information.

Operating income for the nine months ended September 30, 2011 was 3.0% of net sales, or $131.7 million, versus 12.0% of net sales, or $505.2 million, for the nine months ended September 30, 2010. Excluding the impact of the $382.6 million of impairment charges, which were 8.8% of net sales, operating income for the nine months ended September 30, 2011 would be $514.3 million, or 11.8% of net sales, for the nine months ended September 30, 2011.

Net nonoperating expenses for the nine months ended September 30, 2011 were $80.8 million versus $304.5 million for the nine months ended September 30, 2010. Interest expense for the nine months ended September 30, 2011 was $65.0 million, a decrease of $30.5 million from $95.5 million for the nine months ended September 30, 2010, due to lower overall borrowing costs resulting from the Capital Structure Optimization Plan, a more favorable interest rate environment and a higher mix of short-term borrowings. Losses related to extinguishments of debt were $4.8 million for the nine months ended September 30, 2011 compared to $218.6 million in the 2010 period. The losses related to extinguishments of debt of $218.6 million recognized in the three months ended September 30, 2010 relate to the retirement of $279.3 million of the $300.0 million aggregate principal amount of 10.60% senior unsecured notes due April 2019 and $324.7 million principal amount of the $345.0 million 5.50% convertible senior notes due 2014 pursuant to the Capital Structure Optimization Plan. During the nine months ended September 30, 2011, the Company has recognized $11.3 million of foreign exchange transactional losses; however, during the nine months ended September 30, 2010, the Company recognized foreign exchange gains of $6.3 million principally related to a foreign exchange gain of $5.6 million associated with the Company’s transition to the SITME rate for remeasuring the Company’s Venezuelan assets and liabilities denominated in Bolivar Fuerte.

The Company recognized an income tax benefit of $2.0 million for the nine months ended September 30, 2011, compared to an income tax benefit of $14.1 million for the nine months ended September 30, 2010. The change in the income tax benefit was primarily attributable to the deductibility of the $382.6 million of impairment charges and $218.6 million of losses on extinguishment of debt in the nine months ended September 30, 2011 and 2010, respectively, because the impairment charges are not fully deductible while the losses on extinguishment of debt were fully deductible. The change in the income tax benefit was also attributable to the recognition of income tax benefits of $49.0 million in the nine months ended September 30, 2011 due to the reversal of accruals for certain tax contingencies, including interest and penalties, upon the expiration of various worldwide statutes of limitation, and the recognition of $63.6 million of previously unrecognized tax benefits in September 2010 as a result of the Company entering into a binding closing agreement related to its 2005 and 2006 U.S. Federal income tax examination, including all issues that were at Appeals.

The net loss from discontinued operations was $8.1 million for the nine months ended September 30, 2011 compared to net income from discontinued operations of $2.3 million for the nine months ended September 30, 2010. The loss on disposal of discontinued operations for the nine months ended September 30, 2011 was $15.2 million, after tax, related to the disposal of the Bernzomatic hand torch and solder business. See Footnote 2 of the Notes to Condensed Consolidated Financial Statements for further information.

Business Segment Operating Results:

Net sales by segment were as follows for the nine months ended September 30, (*in millions*, *except percentages*):

	2011	2010	% Change
Home & Family	$ 1,762.2	$ 1,757.7	0.3%
Office Products	1,339.7	1,285.4	4.2
Tools, Hardware & Commercial Products	1,267.5	1,173.6	8.0
Total net sales	$ 4,369.4	$ 4,216.7	3.6%

The following table sets forth an analysis of changes in net sales in each segment for the nine months ended September 30, 2011 as compared to the nine months ended September 30, 2010:

	Home & Family	Office Products	Tools, Hardware & Commercial Products
Core sales	(1.3)%	0.7%	5.4%
Foreign currency	1.6	3.5	2.6
Total change in net sales	0.3 %	4.2%	8.0%

Operating income (loss) by segment was as follows for the nine months ended September 30, (*in millions*, *except percentages*):

	2011	2010	% Change
Home & Family	$ 209.8	$ 220.6	(4.9)%
Office Products	228.1	217.5	4.9
Tools, Hardware & Commercial Products	177.5	189.2	(6.2)
Impairment charges	(382.6)	—	NMF
Restructuring costs	(12.3)	(53.3)	76.9
Corporate (1)	(88.8)	(68.8)	(29.1)
Total operating income	$ 131.7	$ 505.2	(73.9)%

NMF - Not meaningful

(1) Includes restructuring-related costs of $25.8 million and $8.5 million for the nine months ended September 30, 2011 and 2010, respectively, associated with the European Transformation Plan, and the nine months ended September 30, 2011 includes $4.4 million of incremental costs associated with the Company's Chief Executive Officer transition.

Home & Family

Net sales for the nine months ended September 30, 2011 were $1,762.2 million, an increase of $4.5 million, or 0.3%, from $1,757.7 million for the nine months ended September 30, 2010. Core sales declined 1.3%, which was primarily attributable to a high single-digit core sales decline in the Baby & Parenting GBU, particularly in the North American markets, due to continued economic pressure and recent declines in birth rates in the U.S. The decline at the Baby & Parenting GBU was partially offset by low and high single-digit core sales growth in the Décor and Culinary Lifestyles GBUs, respectively, due to new product launches and distribution gains. Foreign currency had a favorable impact of 1.6%.

Operating income for the nine months ended September 30, 2011 was $209.8 million, or 11.9% of net sales, a decrease of $10.8 million, or 4.9%, from $220.6 million, or 12.6% of net sales, for the nine months ended September 30, 2010. The 70 basis point decline in operating income margin is primarily attributable to input cost inflation partially offset by pricing and productivity. In constant currency, SG&A costs as a percentage of net sales decreased marginally due to lower structural SG&A costs partially offset by higher SG&A spend to support geographic expansion and distribution gains.

Office Products

Net sales for the nine months ended September 30, 2011 were $1,339.7 million, an increase of $54.3 million, or 4.2%, from $1,285.4 million for the nine months ended September 30, 2010. Core sales increased 0.7% with mid single-digit core sales growth in the Fine Writing & Luxury Accessories and Technology GBUs partially offset by modest core sales declines in the Everyday Writing and Markers, Highlighters, Art & Office Organization GBUs. Core sales growth for the Everyday Writing and Markers, Highlighters, Art & Office Organization GBUs was impacted by an estimated $5 to $10 million of sales shifted from the first nine months of 2011 to the fourth quarter of 2010 due to customer order acceleration to qualify for annual volume rebates. Foreign currency had a favorable impact of 3.5%.

Operating income for the nine months ended September 30, 2011 was $228.1 million, or 17.0% of net sales, an increase of $10.6 million, or 4.9%, from $217.5 million, or 16.9% of net sales, for the nine months ended September 30, 2010. The slight increase in operating income margin is attributable to pricing and improved product mix partially offset by input cost inflation and higher constant currency SG&A costs as a percentage of net sales. In constant currency, SG&A costs as a percentage of net sales increased 80 basis points due to increased strategic SG&A spending to support new market entries, expanded sales forces and geographic expansion.

Tools, Hardware & Commercial Products

Net sales for the nine months ended September 30, 2011 were $1,267.5 million, an increase of $93.9 million, or 8.0%, from $1,173.6 million for the nine months ended September 30, 2010. Core sales increased 5.4%. Double-digit cores sales growth in the Industrial Products & Services GBU and high and mid single-digit core sales growth in the Construction Tools & Accessories and Commercial Products GBUs, respectively, were partially offset by a core sales decline in the Hardware GBU. Excluding the impacts of currency, the segment's international sales increased double-digits due to strong core sales growth in emerging markets, and North American sales increased mid single-digits. Foreign currency had a favorable impact of 2.6%.

Operating income for the nine months ended September 30, 2011 was $177.5 million, or 14.0% of net sales, a decrease of $11.7 million, or 6.2%, from $189.2 million, or 16.1% of net sales, for the nine months ended September 30, 2010. The 210 basis point decrease in operating income margin is attributable to input cost inflation and unfavorable product mix partially offset by pricing, productivity and better leverage of structural SG&A costs as a result of increased net sales. Increased investments in strategic SG&A costs were commensurate with the increase in core sales.

Liquidity and Capital Resources

Cash and cash equivalents decreased as follows for the nine months ended September 30, (*in millions*):

	2011	2010
Cash provided by operating activities	$ 279.8	$ 377.9
Cash used in investing activities	(139.4)	(102.2)
Cash used in financing activities	(142.2)	(404.2)
Currency effect on cash and cash equivalents	1.1	3.7
Decrease in cash and cash equivalents	$ (0.7)	$ (124.8)

In the cash flow statement, the changes in operating assets and liabilities are presented excluding the effects of changes in foreign currency exchange rates and the effects of acquisitions and divestitures. Accordingly, the amounts in the cash flow statement differ from changes in the operating assets and liabilities that are presented in the balance sheet.

Sources

Historically, the Company's primary sources of liquidity and capital resources have included cash provided by operations, proceeds from divestitures, issuance of debt, and use of available borrowing facilities.

Cash provided by operating activities for the nine months ended September 30, 2011 was $279.8 million compared to cash provided by operating activities of $377.9 million for the nine months ended September 30, 2010. This decrease is primarily attributable to higher inventory levels to support international expansion and new product introductions as well as higher customer program payments in 2011 for amounts earned in 2010 compared to customer program payments in 2010 for amounts earned in 2009.

In July 2011, the Company sold its hand torch and solder business to an affiliate of Worthington Industries, Inc. ("Worthington") for cash consideration of $51.0 million, $8.0 million of which were held in escrow. The cash consideration paid to the Company provided for settlement of all claims involving the Company's litigation with Worthington.

During the nine months ended September 30, 2011, the Company obtained net proceeds of $98.9 million from its short-term borrowing arrangements, including commercial paper and its receivables facility, and this compared to $189.6 million of net proceeds from these borrowing arrangements in the nine months ended September 30, 2010. During the three months ended September 30, 2010, the Company substantially completed its Capital Structure Optimization Plan (the "Plan"). The Plan included the issuance of $550.0 million of 4.70% senior notes due 2020. The Company used the proceeds from the sale of the new notes, cash on hand, and the $189.6 million of short-term borrowings to fund the repurchase of $500.0 million of shares of its common stock through an accelerated stock buyback program and to complete a cash tender offer for its outstanding $300.0 million principal amount of 10.60% notes due 2019, which resulted in the repurchase of $279.3 million principal amount of the notes. The Company received $544.9 million of net proceeds from the issuance of the 4.70% notes due 2020.

In addition, the Company received approximately $70.0 million of net proceeds associated with the settlement of the convertible note hedge and warrant transactions during the nine months ended September 30, 2010.

Uses

Historically, the Company's primary uses of liquidity and capital resources have included dividend payments, share repurchases, capital expenditures, payments on debt, and acquisitions.

In the third quarter of 2011, the Company repaid the remaining $150.0 million outstanding principal amount of the unsecured three-year $400.0 million term loan (the "Term Loan"). In connection with the extinguishments of $20.2 million principal amount of the 5.5% senior convertible notes due 2014 (the "Convertible Notes"), the Company paid $3.1 million in cash to the holders of such Convertible Notes during the nine months ended September 30, 2011. During the nine months ended September 30, 2010, the Company completed a cash tender offer for $279.3 million of the $300.0 million principal amount of 10.60% notes due 2019 and paid cash of $402.2 million in connection with the Plan. Pursuant to the Plan, the Company also completed an exchange offer for $324.7 million of the $345.0 million principal amount of Convertible Notes (the “Exchange Offer”) and issued 37.7 million shares of common stock and paid cash consideration of $52.0 million to holders accepting the Exchange Offer. The Company made payments on medium-term notes and other debt of $108.4 million and made a payment on its term loan of $100.0 million during the nine months ended September 30, 2010.

Aggregate dividends paid were $61.6 million and $40.8 million for the nine months ended September 30, 2011 and 2010, respectively. The Company’s Board of Directors approved a 60% increase in the Company’s quarterly dividend from $0.05 per share to $0.08 per share, effective with the quarterly dividend paid in June 2011.

In August 2011, the Company announced a $300.0 million share repurchase program (the "SRP"). The SRP is authorized to run for a period of three years ending in August 2014. During the three months ended September 30, 2011, the Company repurchased and retired approximately 1.9 million shares pursuant to the SRP for $24.4 million.

Capital expenditures were $151.2 million and $108.1 million for the nine months ended September 30, 2011 and 2010, respectively. The largest single capital project in both nine month periods was the implementation of SAP, which represented $44.3 million and $29.9 million of capital expenditures for the nine months ended September 30, 2011 and 2010, respectively.

During the nine months ended September 30, 2011, the Company paid $20.0 million in connection with acquisitions and acquisition-related activity.

Cash paid for restructuring activities was $26.5 million and $49.6 million for the nine months ended September 30, 2011 and 2010, respectively, and is included in the cash provided by operating activities. These payments relate primarily to employee severance, termination benefits and relocation costs.

Cash Conversion Cycle

The Company defines its cash conversion cycle as the sum of inventory and accounts receivable days outstanding (based on cost of products sold and net sales, respectively, for the most recent three-month period, including discontinued operations) minus accounts payable days outstanding (based on cost of products sold for the most recent three-month period, including discontinued operations) at the end of the quarter. The following table depicts the Company’s cash conversion cycle for the periods presented (*in number of days*):

	September 30, 2011	December 31, 2010	September 30, 2010
Accounts receivable	58	62	62
Inventory	82	69	82
Accounts payable	(49)	(47)	(55)
Cash conversion cycle	91	84	89

The Company’s cash conversion cycle is impacted by the seasonality of its businesses and generally tends to be longer in the first and second quarters, based on historical trends, due to inventory build-ups early in the year for seasonal sales activity and credit terms provided to customers. The Company's cash conversion cycle at September 30, 2011 approximated its cash conversion cycle at September 30, 2010.

Financial Position

The Company is committed to maintaining a strong financial position through maintaining sufficient levels of available liquidity, managing working capital, and monitoring the Company’s overall capitalization.

- Cash and cash equivalents at September 30, 2011 were $138.9 million, and the Company had $632.0 million of borrowing capacity under its revolving credit facility.

- Working capital at September 30, 2011 was $513.2 million compared to $466.1 million at December 31, 2010, and the current ratio at September 30, 2011 was 1.29:1 compared to 1.28:1 at December 31, 2010. The increase in working capital and the current ratio is primarily attributable to higher inventory levels and lower customer and compensation-related accruals, partially offset by higher levels of short-term and current portion of long-term debt.

- The Company monitors its overall capitalization by evaluating total debt to total capitalization. Total debt to total capitalization is defined as the sum of short- and long-term debt, less cash, divided by the sum of total debt and stockholders' equity, less cash. Total debt to total capitalization was 0.53:1 and 0.54:1 at September 30, 2011 and December 31, 2010, respectively.

Over the long-term, the Company plans to improve its current ratio and total debt to total capitalization by improving operating results, managing working capital and using cash generated from operations to repay outstanding debt. The Company has from time to time refinanced, redeemed or repurchased its debt and taken other steps to reduce its debt or lease obligations or otherwise improve its overall financial position and balance sheet. Going forward, depending on market conditions, its cash positions and other considerations, the Company may continue to take such actions.

Borrowing Arrangements

The Company's syndicated revolving credit facility (the "Revolver") expires in November 2012. In lieu of borrowings under the Revolver, the Company may use the $665.0 million of borrowing capacity under the Revolver to provide the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may be issued only up to the amount available for borrowing under the Revolver. However, the Company's current short-term debt credit ratings and access to the credit markets may limit the Company's ability to use the borrowing capacity under the Revolver to issue commercial paper. The Revolver also provides for the issuance of up to $100.0 million of standby letters of credit so long as there is a sufficient amount available for borrowing under the Revolver. As of September 30, 2011, commercial paper obligations outstanding were $33.0 million, and there were no borrowings or standby letters of credit outstanding, resulting in $632.0 million of borrowing capacity available under the Revolver.

In September 2011, the Company renewed its 364-day receivables financing facility that provides for maximum borrowings of up to $200.0 million such that it will expire in September 2012. As of September 30, 2011, aggregate borrowings of $200.0 million were outstanding under the facility at a weighted-average interest rate of 0.9%.

The following table presents the maximum and average daily borrowings outstanding under the Company's short-term borrowing arrangements during the nine months ended September 30, (*in millions*):

	2011		2010	
Short-term Borrowing Arrangement	**Maximum**	**Average**	**Maximum**	**Average**
Commercial paper	$ 214.5	$ 95.1	$ 206.0	$ 26.5
Receivables financing facility	200.0	160.6	140.0	7.3

The indentures governing the Company's medium-term notes contain usual and customary nonfinancial covenants. The Company's borrowing arrangements other than the medium-term notes contain usual and customary nonfinancial covenants and certain financial covenants, including minimum interest coverage and maximum debt-to-total-capitalization ratios. As defined by the agreements governing the borrowing arrangements, minimum interest coverage ratio is computed as adjusted Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA") divided by adjusted interest expense for the four most recent quarterly periods. Generally, maximum debt-to-total-capitalization is calculated as the sum of short-term and long-term debt, excluding the junior convertible subordinated debentures, divided by the sum of (i) total debt, (ii) total stockholders' equity and (iii) $550.0 million. As of September 30, 2011, the Company had complied with all covenants under the indentures and its other borrowing arrangements, and the Company could access the full borrowing capacity available under the Revolver and utilize the $632.0 million for general corporate purposes without exceeding the debt-to-total-capitalization limits in its financial covenants. A failure to maintain the financial covenants would impair the Company's ability to borrow under the Revolver and the receivables facility and may result in the acceleration of the repayment of certain indebtedness.

Debt

The Company has varying needs for short-term working capital financing as a result of the seasonal nature of its business. The volume and timing of production impacts the Company's cash flows and has historically involved increased production in the first quarter of the year to meet increased customer demand through the remainder of the year. Working capital fluctuations have historically been financed through short-term financing arrangements, such as commercial paper or borrowings under the Revolver or receivables facility.

Total debt was $2.3 billion and $2.4 billion as of September 30, 2011 and December 31, 2010, respectively. During the nine months ended September 30, 2011, the Company repaid the remaining $150.0 million outstanding principal amount of the Term Loan and extinguished an additional $20.2 million principal amount of Convertible Notes in exchange for total consideration of $47.8 million, consisting of 2.4 million shares of the Company's common stock and cash of $3.1 million. As of September 30, 2011, the current portion of long-term debt and short-term debt totaled $503.3 million, including $33.0 million of commercial paper, $200.0 million of borrowings under the receivables facility, and $250.0 million principal amount of the 6.75% medium-term notes due March 2012.

The following table presents the average outstanding debt and weighted average interest rates (*in millions, except percentages*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Average outstanding debt	$ 2,374.1	$ 2,573.0	$ 2,401.8	$ 2,480.6
Average interest rate (1)	3.6%	4.6%	3.6%	5.1%

(1) The average interest rate includes the impacts of fixed-for-floating interest rate swaps.

The Company's floating-rate debt, which includes medium-term notes that are subject to fixed-for-floating interest rate swaps, was 21.6% and 56.3% of total debt as of September 30, 2011 and December 31, 2010, respectively. The reduction in floating-rate debt is primarily due to the termination and settlement of fixed-for-floating interest rate swaps relating to $750.0 million principal amount of medium-term notes with original maturity dates ranging between March 2012 and April 2013 and the repayment of $150.0 million remaining outstanding principal amount of the Term Loan during the three months ended September 30, 2011. See Footnote 6 of the Notes to Condensed Consolidated Financial Statements for further details.

Pension and Other Obligations

The Company has adopted and sponsors pension plans in the U.S. and in various other countries. The Company's ongoing funding requirements for its pension plans are largely dependent on the value of each of the plan's assets and the investment returns realized on plan assets as well as prevailing market rates of interest.

Future increases or decreases in pension liabilities and required cash contributions are highly dependent on changes in interest rates and the actual return on plan assets. The Company determines its plan asset investment mix, in part, on the duration of each plan's liabilities. To the extent each plan's assets decline in value or do not generate the returns expected by the Company or interest rates decline further, the Company may be required to make contributions to the pension plans to ensure the pension obligations are adequately funded as required by law or mandate.

Dividends

The Company's Board of Directors approved a 60% increase in the quarterly dividend from $0.05 per share to $0.08 per share, effective with the quarterly dividend paid in June 2011. The Company intends to maintain dividends at a level such that operating cash flows can be used to repay outstanding debt and improve its investment grade credit rating.

The payment of dividends to holders of the Company's common stock remains at the discretion of the Board of Directors and will depend upon many factors, including the Company's financial condition, earnings, legal requirements and other factors the Board of Directors deems relevant.

Share Repurchase Program

In August 2011, the Company announced a $300.0 million share repurchase program (the "SRP"). Under the SRP, the Company may repurchase its own shares of common stock through a combination of a 10b5-1 automatic trading plan, discretionary market purchases or in privately negotiated transactions. The SRP is authorized to run for a period of three years ending in August 2014. During the three months ended September 30, 2011, the Company repurchased approximately 1.9 million shares pursuant to the SRP for $24.4 million, and such shares were immediately retired. The repurchase of additional shares will depend upon many factors, including the Company's financial condition, liquidity and legal requirements.

Credit Ratings

The Company’s credit ratings are periodically reviewed by rating agencies. The Company’s current senior and short-term debt credit ratings from three credit rating agencies are listed below:

	Senior Debt Credit Rating	Short-term Debt Credit Rating	Outlook
Moody’s Investors Service	Baa3	P-3	Stable
Standard & Poor’s	BBB-	A-3	Stable
Fitch Ratings	BBB	F-2	Stable

Outlook

For the year ending December 31, 2011, the Company expects to generate cash flows from operations of $520 to $560 million after restructuring and restructuring-related cash payments of $85 to $95 million. The Company plans to fund capital expenditures of approximately $200 million, which include expenditures associated with the implementation of SAP in Europe and North America.

Overall, the Company believes that available cash and cash equivalents, cash flows generated from future operations, access to capital markets and availability under the Revolver and receivables facility will be adequate to support the cash needs of existing businesses. The Company plans to use available cash, borrowing capacity, cash flows from future operations and alternative financing arrangements to repay debt maturities as they come due, including short-term debt of $236.9 million, primarily representing borrowings under the receivables facility and commercial paper obligations, and $250.0 million principal amount of medium-term notes due March 2012.

Critical Accounting Policies

Goodwill and Other Indefinite-Lived Intangible Assets

Goodwill

The Company performs its annual impairment testing of goodwill at a reporting unit level, and all of the Company's goodwill is assigned to the Company's reporting units. Reporting units, which are referred to as the Company's Global Business Units (“GBU”), are one level below the operating segment level. The GBU is the Company's core organizing concept, and each GBU supports one or more of the Company's key brands worldwide. The Company has not had any material changes to the reporting units identified and used to test goodwill for impairment since January 1, 2009 due to restructuring activities or otherwise. Acquired businesses, if any, including goodwill arising from such transactions, are integrated into the Company's existing reporting units.

The Company had 13 reporting units with total goodwill of $2.8 billion as of July 1, 2011, prior to the completion of its annual impairment testing. Five of the Company's 13 reporting units accounted for approximately 70 percent of the Company's total goodwill. These five reporting units were as follows: Baby & Parenting; Rubbermaid Commercial Products; Industrial Products & Services; Markers, Highlighters, Art & Office Organization; and Technology.

The Company conducts its annual test of impairment of goodwill as of the first day of the third quarter because it generally coincides with its annual strategic planning process. The Company also tests for impairment if events and circumstances indicate that it is more likely than not that the fair value of a reporting unit is below its carrying amount. For example, if macroeconomic factors, such as consumer demand and consumer confidence, deteriorate materially such that the Company's reporting units' projected sales and operating income decline significantly relative to previous estimates, the Company will perform an interim test to assess whether goodwill is impaired. Other than the annual impairment test, the Company determined that no tests of impairment were necessary during the first nine months of 2011.

In the Company's goodwill impairment testing, if the carrying amount of a reporting unit is greater than its fair value, impairment may be present. Estimates made by management in performing its impairment testing may impact whether or not an impairment charge is necessary and the magnitude of the corresponding impairment charge to the extent one is recorded. The Company uses multiple valuation approaches in its impairment testing, each of which requires estimates to arrive at an estimate of fair value. For the Company's reporting units that are stable businesses and have a history of generating positive operating income and cash flows, the Company relies on a multiple of earnings approach to assess fair value. The material assumptions used to value a reporting unit using this approach are the reporting units' estimated financial performance for the remainder of the year and the applicable multiple to apply to earnings before interest, taxes, depreciation and amortization (“EBITDA”). The estimated financial performance for the remainder of the year is based on the Company's internal forecasting process. To determine the EBITDA multiple, the Company obtains information from third parties on EBITDA multiples observed for recent acquisitions and other transactions in the marketplace for comparable businesses. The Company also evaluates the EBITDA multiples of publicly traded companies that are in the same industry and are comparable to each reporting unit and compares the EBITDA multiples of the publicly traded companies to the multiples used by the Company to estimate the fair value of each reporting unit. The Company evaluates the EBITDA multiples used to value the reporting units relative to the Company's market capitalization plus an equity control premium. The equity control premium is defined as the sum of the individual reporting units' estimated market values compared to the Company's market value, with the sum of the individual values typically being larger than the market value of the Company. The Company considers premiums paid by acquirers of comparable businesses to determine the reasonableness of the implied control premium.

The EBITDA multiple observed in the marketplace for publicly traded companies that are comparable to the reporting units ranged from 6 to 12. In using the EBITDA multiples, the Company compared the aggregate value of all reporting units to the Company's total market value to validate the aggregate values of the reporting units resulted in a reasonable implied equity control premium. The Company considers several factors in estimating the EBITDA multiple applicable to each reporting unit, including the reporting unit's market position, brand awareness, gross and operating income margins, and prospects for growth, among other factors. After adjusting the EBITDA multiples for the reporting units, no potential goodwill impairment was indicated for reporting units for which this approach was used. Furthermore, the Company's equity market value at July 1, 2011 of approximately $4.7 billion was significantly in excess of its book value of stockholders' equity of approximately $2.2 billion. For the impairment test as of July 1, 2011, if each reporting unit's EBITDA multiple were reduced by 1.0 from the 6 to 12 multiple used for each reporting unit, all reporting units where the EBITDA multiple approach was used to value the reporting unit would have passed step one of the goodwill impairment test.

The Company relies on a discounted cash flow approach to value reporting units in certain circumstances, such as when the reporting unit is growing at a significantly slower rate than planned, is declining at a significantly faster rate than the overall market, has experienced significant losses, is in a stage of hyper-growth, is executing significant restructuring efforts, or is in a stage of development where it has not yet fully realized the benefits of scale and operating efficiencies. The Company used the discounted cash flow approach to value the Baby & Parenting and Hardware reporting units for the annual impairment test as of July 1, 2011. The material assumptions used to value a reporting unit using the discounted cash flow approach are the future financial performance and cash flows of the reporting unit, the discount rate, and the working capital investment required. Estimates of future financial performance include estimates of future sales growth rates, raw material and sourced product costs, currency fluctuations, and operating efficiencies to be realized. The Company determines a discount rate based on an estimate of a reasonable risk-adjusted return an investor would expect to realize on an investment in the reporting unit. In using the discounted cash flow approach to value the Baby & Parenting and Hardware reporting units in 2011, the Company generally used average compound long-term sales growth rates of 2% to 3%, average operating income margins of 7% to 9%, and discount rates ranging from 12% to 14%. The Company concluded that the Baby & Parenting and Hardware reporting units did not pass step one of the goodwill impairment test based on the values determined using the discounted cash flow approach.

When the estimated fair value of a reporting unit is less than its carrying value, the Company measures the amount of goodwill impairment, if any, based on the estimated fair value of the underlying assets and liabilities of the reporting unit, including any unrecognized intangible assets, and estimates the implied fair value of goodwill (step two). The Company identifies unrecognized intangible assets, such as trade names and customer relationships, and uses discounted cash flow models to estimate the values of the reporting unit's recognized and unrecognized intangible assets. The estimated values of the reporting unit's intangible assets and net tangible assets are deducted from the reporting unit's total fair value to determine the implied fair value of goodwill. An impairment charge is recognized to the extent the recorded goodwill exceeds the implied fair value of goodwill. Based on the results of step one tests performed for each reporting unit as of July 1, 2011, the Company determined that step two tests were required for the Baby & Parenting and Hardware reporting units.

The Company determined goodwill at its Baby & Parenting and Hardware reporting units was impaired using the discounted cash flow approach in step two of the goodwill impairment test. The impairments generally resulted from declines in sales projections relative to previous estimates due to economic and market factors based in large part on actual declines in sales in the first half of 2011, which adversely impacted projected operating income margins and net cash flows for these reporting units. The decline in anticipated future cash flows adversely affected the estimated fair value of the reporting units and resulted in the estimated fair value of the Baby & Parenting and Hardware reporting units being less than their net assets (including goodwill).

The Company recorded goodwill impairment charges of $305.5 million and $64.7 million for the Baby & Parenting and Hardware reporting units, respectively. The Company’s Baby & Parenting reporting unit had $136.1 million of goodwill remaining at September 30, 2011, and the Company’s Hardware reporting unit had no goodwill remaining at September 30, 2011. With respect to the discounted cash flow analysis used to determine the estimated fair value of the Baby & Parenting reporting unit, if the discount rate used to estimate the fair value of the Baby & Parenting reporting unit decreased 100 basis points, the estimated value of the reporting unit would have increased $73 million. As a result, the Baby & Parenting reporting unit would have passed step one of the goodwill impairment test and, therefore, the Company would not have recorded a goodwill impairment charge for the Baby & Parenting reporting unit in 2011. If the discount rate increased 100 basis points, the estimated fair value of the Baby & Parenting reporting unit would have declined by approximately $58 million which would have resulted in additional impairment charges recorded during the three months ended September 30, 2011 for the Baby & Parenting reporting unit. In step two of the goodwill impairment test for the Baby & Parenting reporting unit, the Company estimated the value of the Baby & Parenting trade names using a discounted cash flow model using the relief-from-royalty method, which requires an estimate of royalties that could be derived in the future use of the assets were the Company to license the use of the trade names. If the estimated value assigned to the trade names increases, the implied fair value of the goodwill decreases and results in a greater impairment charge, and if the estimated value assigned to the trade names decreases, the implied fair value of the goodwill increases and results in a lower impairment charge. In valuing the trade names, the Company generally used estimated royalty rates ranging from 1% to 4% of net sales. If the royalty rates used to estimate the value of trade names increased (decreased) 100 basis points, the value of the Baby & Parenting trade names would have increased (decreased) $56 million and would have resulted in $56 million more (less) goodwill impairment.

If the discount rate used to estimate the fair value of the Hardware reporting unit decreased 100 basis points, the estimated fair value of the reporting unit would have increased $9 million. However, although the Hardware reporting unit would still not have passed step one of the goodwill impairment test, the goodwill impairment charge recorded in the three months ended September 30, 2011 would have been reduced. If the discount rate for the Hardware reporting unit increased 100 basis points, the estimated fair value of the reporting unit would have declined; however, the goodwill impairment charge recorded during the three months ended September 30, 2011 for the Hardware reporting unit would not have changed since all of the Hardware goodwill was included in the goodwill impairment charge.

Other than the two reporting units for which goodwill impairment charges were recorded, the Company has no reporting units whose estimated fair values at July 1, 2011 exceeded net assets by less than 10% of the reporting unit’s net assets.

Indefinite-Lived Intangible Assets

The Company's indefinite-lived intangible assets totaled $320.5 million as of July 1, 2011. The Company assesses the fair value of its indefinite-lived intangible assets using a discounted cash flow model using the relief-from-royalty method, which estimates royalties to be derived in the future use of the asset were the Company to license the use of the trademark or trade name. An impairment charge for indefinite-lived intangible assets is recorded if the carrying amount of an indefinite-lived intangible asset exceeds the estimated fair value on the measurement date. The Company completed its annual impairment test of indefinite-lived intangible assets as of July 1, 2011 and recorded an impairment charge of approximately $6 million relating to a trade name in the Baby & Parenting reporting unit.

The Company considers qualitative and quantitative factors in determining whether impairment testing of the trademark and trade name assets is necessary at dates other than the annual impairment testing date, such as whether the Company has plans to abandon or significantly reduce the use of a trademark or trade name. Based on consideration of these factors, the Company determined that no impairment indicators have been present, and therefore, impairment testing as of a date other than July 1, 2011 was not required during the first nine months of 2011.

Potential for Future Impairments

The Company had 13 reporting units with total goodwill of $2.4 billion as of September 30, 2011, after completing its annual impairment testing. Five of the Company's 13 reporting units accounted for approximately 74 percent of the Company's total goodwill. These five reporting units were as follows: Rubbermaid Commercial Products; Industrial Products & Services; Everyday Writing; Markers, Highlighters, Art & Office Organization; and Technology. The Company also had $312.6 million of indefinite-lived intangible assets as of September 30, 2011. The Company cannot predict the occurrence of events that might adversely affect the reported value of goodwill and other intangible assets. Such events may include, but are not limited to, strategic decisions made in response to economic and competitive conditions, the impact of the economic environment on the Company's customer base and net sales, a material negative change in its relationships with significant customers, or sustained declines in the Company's market capitalization relative to its reported stockholders' equity. The Company periodically evaluates the impact of economic and other conditions on the Company and its reporting units to assess whether impairment indicators are present. The Company may be required to perform additional impairment tests based on changes in the economic environment and other factors, which could result in impairment charges in the future. Although management cannot predict when improvements in macroeconomic conditions will occur, if consumer confidence and consumer spending decline significantly in the future or if commercial and industrial economic activity deteriorates significantly from current levels, it is reasonably likely the Company will be required to record impairment charges in the future.

Forward-Looking Statements

Forward-looking statements in this Report are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may relate to, but are not limited to, information or assumptions about the effects of sales (including pricing), income/(loss), earnings per share, return on equity, return on invested capital, operating income or gross margin improvements or declines, Project Acceleration, the European Transformation Plan, the Capital Structure Optimization Plan, Project Renewal, capital and other expenditures, working capital, cash flow, dividends, capital structure, debt to capitalization ratios, debt ratings, availability of financing, interest rates, restructuring and restructuring-related costs, impairment and other charges, potential losses on divestitures, impacts of changes in accounting standards, pending legal proceedings and claims (including environmental matters), future economic performance, costs and cost savings (including raw material and sourced product inflation, productivity and streamlining), synergies, management's plans, goals and objectives for future operations, performance and growth or the assumptions relating to any of the forward-looking statements. These statements generally are accompanied by words such as "intend," "anticipate," "believe," "estimate," "project," "target," "plan," "expect," "will," "should," "would" or similar statements. The Company cautions that forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. 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, the Company's 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 the Company's ability to obtain raw materials and sourced products in a timely manner from suppliers; the Company's ability to develop innovative new products and to develop, maintain and strengthen its end-user brands; the Company's ability to expeditiously close facilities and move operations while managing foreign regulations and other impediments; the Company's ability to implement successfully information technology solutions throughout its organization; the Company's ability to improve productivity and streamline operations; changes to the Company's credit ratings; significant increases in the funding obligations related to the Company's pension plans due to declining asset values or otherwise; the imposition of tax liabilities greater than the Company's provisions for such matters; the risks inherent in the Company's foreign operations and those matters set forth in this Report generally and Exhibit 99.1 to this Report. In addition, there can be no assurance that the Company has correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information the Company receives with respect to these factors is complete or correct.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the year ended December 31, 2010.

Item 4. Controls and Procedures

As of September 30, 2011, an evaluation was performed by the Company's management, under the supervision and with the participation of the Company's chief executive officer and chief financial officer, of the effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the chief executive officer and the chief financial officer concluded that the Company's disclosure controls and procedures were effective.

The internal control over financial reporting at the North American operations of the Company's Décor Global Business Unit changed during the quarter ended September 30, 2011 due to the implementation of SAP. The implementation was successful and did not have an adverse effect on the Company's internal control over financial reporting. There were no changes in the Company's internal control over financial reporting at the Company's other businesses that occurred during the quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. The Company is in the process of replacing various business information systems worldwide with an enterprise resource planning system from SAP. Implementation will continue to occur over several years in phases, primarily focused on geographic region and segment. This activity involves the migration of multiple legacy systems and users to a common SAP information platform. In addition, this conversion will impact certain interfaces with the Company's customers and suppliers, resulting in changes to the tools the Company uses to take orders, procure materials, schedule production, remit billings, make payments and perform other business functions.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings
Information required under this Item is contained above in Part I. Financial Information, Item 1 and is incorporated herein by reference.

Item 1A. Risk Factors
The risk factors that affect the Company’s business and financial results are discussed in “ITEM 1A. RISK FACTORS” in the 2010 Annual Report on Form 10-K and there has been no material change to these risk factors since previously disclosed except as disclosed in the quarterly report for the period ended March 31, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

The following table provides information about the Company’s purchases of equity securities during the quarter ended September 30, 2011:

Period	Total Number of Shares Purchased (2)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
7/1/11-7/31/11	2,765	$ 15.74	—	$ —
8/1/11-8/31/11	848,927	12.99	848,900	288,972,712
9/1/11-9/30/11	1,020,557	13.12	1,020,500	275,583,126
Total	1,872,249	$ 13.06	1,869,400	$ 275,583,126

(1) On August 12, 2011, the Company announced a $300.0 million share repurchase program (the "SRP"). Under the SRP, the Company may repurchase its own shares of common stock through a combination of a 10b5-1 automatic trading plan, discretionary market purchases or in privately negotiated transactions. The SRP is authorized to run through August 2014. The average purchase price of shares purchased in August and September 2011 was $12.99 per share and $13.12 per share, respectively, pursuant to the SRP.

(2) All shares (other than those purchased under the SRP) purchased during the three months ended September 30, 2011 were acquired by the Company to satisfy employees' tax withholding and payment obligations in connection with the vesting of awards of restricted stock and restricted stock units, which are repurchased by the Company based on their fair market value on the vesting date. In August and September 2011, in addition to the shares purchased under the SRP, the Company purchased 27 shares (average price: $15.22) and 57 shares (average price: $17.63), respectively, in connection with vesting of employees' stock-based awards.

Item 6. Exhibits

10.1	Michael B. Polk Employment Security Agreement dated July 18, 2011.
10.2	Form of Michael B. Polk Option Agreement for July 18, 2011 Award (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated July 18, 2011).
10.3	Form of Michael B. Polk Restricted Stock Unit Agreement for July 18, 2011 Award (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated July 18, 2011).
10.4	First Amendment to the Newell Rubbermaid Inc. 2010 Stock Plan dated July 1, 2011 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011).
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Safe Harbor Statement.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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, thereunto duly authorized.

	NEWELL RUBBERMAID INC. Registrant
Date: November 7, 2011	/s/ Juan R. Figuereo
	Juan R. Figuereo Chief Financial Officer
Date: November 7, 2011	/s/ John B. Ellis
	John B. Ellis Vice President – Corporate Controller and Chief Accounting Officer

EMPLOYMENT SECURITY AGREEMENT

This Employment Security Agreement ("Agreement") is entered into as of this 18th day of July, 2011 by and between Newell Rubbermaid Inc., a Delaware corporation ("Employer"), and Michael B. Polk ("Executive").

WITNESSETH:

WHEREAS, the Board of Directors of the Employer has determined that it is in the best interests of the Employer and its stockholders to employ the Executive as the Company's President and Chief Executive Officer;

WHEREAS, in connection herewith Employer and Executive entered into an employment letter agreement dated June 23, 2011 ("Employment Agreement");

WHEREAS, Employer desires to provide certain security to Executive in connection with Executive's employment with Employer; and

WHEREAS, Executive and Employer desire to enter into this Agreement pertaining to the terms of the security Employer is providing to Executive with respect to his employment.

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein, and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

1. **Definitions**. For purposes of this Agreement.

(a) "Affiliate" shall have the meaning set forth in Rule 12b-2 under the Securities Exchange Act of 1934.

(b) "Base Salary" shall mean Executive's annual base salary at the rate in effect on the date of a Change in Control, or if greater, the rate in effect immediately prior to Executive's termination of employment with Employer.

(c) "Bonus" shall mean an amount determined by multiplying Executive's Base Salary by the payout percentage that would apply to Executive based on (i) the job position held by Executive on the date of a Change in Control or the date of Executive's termination of employment with Employer (whichever position is higher at the time) and (ii) attainment of the targeted performance goals at a 100% level, as determined under the Management Cash Bonus Plan of Employer, or any prior or successor plan or arrangement covering Executive (such amount to be determined regardless of whether Executive would otherwise be eligible for a Bonus under the terms of any such plan or arrangement or the extent to which the performance goals are actually met).

(d) "Code" means the Internal Revenue Code of 1986, as amended.

(e) "Change in Control" shall mean the occurrence of any of the following events:

(i) any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity (other than Employer or a trustee or other fiduciary holding securities under an employee benefit plan of Employer), or any syndicate or group deemed to be a person under Section 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is or becomes the "beneficial owner" (as defined in Rule 13d-3 of the General Rules and Regulations under the Exchange Act), directly or indirectly, of securities of Employer representing 25% or more of the combined voting power of Employer's then outstanding securities entitled to vote generally in the election of directors;

(ii) Employer is party to a merger, consolidation, reorganization or other similar transaction with another corporation or other legal person unless, following such transaction, more than 50% of the combined voting power of the outstanding securities of the surviving, resulting or acquiring corporation or person or its parent entity entitled to vote generally in the election of directors (or persons performing similar functions) is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners of Employer's outstanding securities entitled to vote generally in the election of directors immediately prior to such transaction, in substantially the same proportions as their ownership, immediately prior to such transaction, of Employer's outstanding securities entitled to vote generally in the election of directors;

(iii) Employer sells all or substantially all of its business and/or assets to another corporation or other legal person unless, following such sale, more than 50% of the combined voting power of the outstanding securities of the acquiring corporation or person or its parent entity entitled to vote generally in the election of directors (or persons performing similar functions) is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners of Employer's outstanding securities entitled to vote generally in the election of directors immediately prior to such sale, in substantially the same proportions as their ownership, immediately prior to such sale, of Employer's outstanding securities entitled to vote generally in the election of directors; or

(iv) during any period of two consecutive years or less, individuals who at the beginning of such period constituted the Board of Directors of Employer (and any new Directors, whose appointment or election by the Board of Directors or nomination for election by Employer's stockholders was approved by a vote of at least two-thirds of the Directors then still in office who either were Directors at the beginning of the period or whose appointment, election or nomination for election was so approved) cease for any reason to constitute a majority of the Board of Directors.

(f) “Good Cause” shall exist if, and only if:

(i) Executive willfully engages in misconduct in the performance of his duties that causes material harm to Employer; or

(ii) Executive is convicted of a criminal violation involving fraud or dishonesty.

Without limiting the generality of the foregoing, the following shall not constitute Good Cause: the failure by Executive and/or Employer to attain financial or other business objectives; any personal or policy disagreement between Executive and Employer or any member of the Board of Directors of Employer; or any action taken by Executive in connection with his duties if Executive acted in good faith and in a manner he reasonably believed to be in, and not opposed to, the best interest of Employer and had no reasonable cause to believe his conduct was improper. Notwithstanding anything herein to the contrary, in the event Employer terminates the employment of Executive for Good Cause hereunder, Employer shall give Executive at least 30 days prior written notice specifying in detail the reason or reasons for Executive's termination.

(g) “Good Reason” shall exist if, without the Executive's written consent:

(i) there is a material change in the nature or the scope of Executive's authority or duties;

(ii) Executive is required to report (A) to an officer with a materially lesser position or title than the officer to whom Executive reported on the date of the Change in Control, if Executive is not the Chief Executive Officer of Employer, or (B) to other than the entire Board, if Executive is the Chief Executive Officer of Employer;

(iii) there is a material reduction in Executive's rate of base salary;

(iv) Employer changes by 50 miles or more the principal location in which Executive is required to perform services;

(v) Employer terminates or materially amends, or terminates or materially restricts Executive's participation in, any Incentive Plan or Retirement Plan so that, when considered in the aggregate with any substitute Plan or Plans, the Incentive Plans and Retirement Plans in which he is participating materially fail to provide him with a level of benefits provided in the aggregate by such Incentive Plans or Retirement Plans prior to such termination or amendment, but expressly excluding any reduction in benefits that is both applicable equally to all senior executives of Employer who participate in the affected Incentive Plan(s) or Retirement Plan(s) and either (x) is made in connection with an extraordinary decline in Employer's earnings, share price or public image, or (y) is undertaken in order to make such Incentive Plan(s) or Retirement Plan(s) consistent with the executive compensation programs of those companies with whom Employer competes for attracting/retaining executive talent; or

(vi) Employer materially breaches the provisions of this Agreement.

A termination of Executive's employment by Executive shall not be deemed to be for Good Reason unless (1) Executive gives notice to Employer of the existence of the event or condition constituting Good Reason within thirty (30) days after such event or condition initially occurs or exists, (2) the Employer fails to cure such event or condition within thirty (30) days after receiving such notice, and (3) Executive's “separation from service” within the meaning of Section 409A of the Code occurs not later than ninety (90) days after such event or condition initially occurs or exists (or, if earlier, the last day of the Term).

(h) “Incentive Plan” shall mean any incentive, bonus, equity-based or similar plan or arrangement currently or hereafter made available by Employer or an Affiliate in which Executive is eligible to participate.

(i) “Retirement Plan” shall mean any qualified or supplemental defined contribution retirement plan, currently or hereinafter made available by Employer or an Affiliate in which Executive is eligible to participate.

(j) “Severance Period” shall mean the period beginning on the date the Executive's employment with Employer terminates under circumstances described in Section 3 and ending on the date 24 months thereafter.

(k) “Welfare Plan” shall mean any plan or arrangement providing health, prescription drug, vision, dental, disability, survivor income or life insurance benefits that is currently or hereafter made available by Employer or an Affiliate in which Executive is eligible to participate.

2. **Term**. The term of this Agreement shall be the period beginning on the date hereof and terminating on the date 24 months after the date of Executive's termination of employment (the “Term”).

3. **Termination of Employment**. If a Change in Control occurs, Executive shall be entitled to the benefits described in Section 4 if at any time during the 24-month period following the Change in Control (i) the employment of Executive with Employer is terminated by Employer for any reason other than Good Cause, or (ii) Executive terminates his employment with Employer for Good Reason.

4. **Benefits Upon Termination of Employment**. Upon termination of Executive's employment with Employer under circumstances described in Section 3 above:

(a) Employer shall pay Executive, in a lump sum as soon as practicable following Executive's termination of employment, but in no event later than 30 days following such termination, the sum of:

(i) three (3) times the sum of the Executive's Base Salary and the Executive's Bonus; plus

(ii) the Executive's Bonus multiplied by a fraction, the numerator of which is the number of days in the fiscal year in which the date of termination occurs through the date of termination and the denominator of which is 365.

(b) Executive shall be entitled to receive any and all benefits accrued under any other Incentive Plans to the date of termination of employment, the amount, entitlement to, form and time of payment of such benefits to be determined by the terms of such Incentive Plans. For purposes of calculating Executive's benefits under the Incentive Plans, Executive's employment shall be deemed to have terminated by reason of retirement under circumstances that have the most favorable result for

Executive thereunder.

(c) Executive's benefits accrued or credited through the date of termination of employment under the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan, or its successor (the "2008 Deferred Compensation Plan") that are not vested as of the date of termination of employment shall be fully vested and paid in accordance with the terms of the applicable plan (subject to any forfeiture provision under Section 4.3(d) of the 2008 Deferred Compensation Plan). Employer shall also pay to the Executive, in a lump sum as soon as practicable following Executive's termination of employment, but in no event later than 30 days following such termination, an amount equal to the Executive's benefits accrued or credited through the date of termination of employment under the Employer's qualified defined contribution plans that are not vested as of the date of termination of employment.

(d) If upon the date of termination of Executive's employment, Executive holds any awards with respect to securities of Employer, (i) all such awards that are stock options shall immediately become fully vested and exercisable upon such date and shall be exercisable thereafter until the earlier of the third anniversary of Executive's termination of employment or the expiration of the term of the options; (ii) all time-based restrictions on any awards of restricted shares shall terminate or lapse and all time-based awards of restricted stock units shall become fully vested, nonforfeitable and immediately payable to Executive; and (iii) all performance goals applicable to any performance-based awards shall be deemed satisfied at the "target" level and paid in accordance with the terms of the applicable award agreement; provided, all performance criteria under Executive's Employment Transition Award of restricted stock units granted pursuant to the Employment Agreement shall be deemed fully satisfied upon the occurrence of a Change in Control (without regard for a condition of a contemporaneous or subsequent termination of Executive's employment).

(e) During the Severance Period, Executive and his spouse and eligible dependents shall be eligible for coverage under the Welfare Plans as follows:

(i) Coverage during the Severance Period under any Welfare Plan that is a group health plan as defined in Title I, Part 6 of the Employee Retirement Income Security Act of 1974 (“COBRA”), shall be provided under COBRA, except that the maximum coverage period shall be extended from 18 to 24 months. If Executive, his spouse, and/or his dependents elect COBRA coverage under any Welfare Plan, Employer shall pay a portion of the COBRA premiums. The portion to be paid by Employer shall equal the amount necessary so that the total of the COBRA premiums paid by Executive, his spouse, and/or his dependents is equal to the premium that would have been paid by Executive for such coverage as an active employee immediately prior to the Change in Control.

(ii) Executive and his spouse and eligible dependents shall continue to be covered by all other Welfare Plans in which he or his spouse or eligible dependents were participating immediately prior to the date of his termination of employment, upon the terms and subject to the conditions of those plans as in effect immediately prior to the Change in Control or, if more favorable to Executive, as in effect generally at any time thereafter with respect to other senior executives of Employer, as if he continued to be an active employee of Employer, and Employer shall continue to pay the costs of such coverage under such Welfare Plans on the same basis as is applicable to active employees covered thereunder as in effect immediately prior to the Change in Control; provided that, if participation in any one or more of such Welfare Plans is not possible under the terms thereof, Employer shall provide substantially identical benefits.

The coverage provided under this Section 4(e) shall cease if and when Executive obtains employment with another employer during the Severance Period and becomes eligible for coverage under any substantially similar plans provided by his new employer.

(f) Executive shall be entitled to payment for any accrued but unused vacation in accordance with Employer's policy in effect at Executive's termination of employment in a lump sum as soon as practicable following Executive's termination of employment, but in no event later than 30 days following such termination. Executive shall not be entitled to receive any payments or other compensation attributable to vacation he would have earned had his employment continued during the Severance Period, and Executive waives any right to receive such compensation.

(g) Employer shall, at Employer's expense, provide Executive with six months of executive outplacement services with a professional outplacement firm selected by Employer; provided that the outplacement services must be used by the Executive by no later than the second calendar year following the calendar year in which the termination of employment occurred.

(h) Executive shall not be entitled to reimbursement for fringe benefits during the Severance Period, such as dues and expenses related to club memberships, automobile, cell phone, expenses for professional services and other similar perquisites.

5. **Setoff**. Employer's obligation to make the payments provided for in this Agreement and otherwise to perform its obligations hereunder shall not be affected by any set-off, counterclaim, recoupment, defense or other claim, right or action which Employer or any of its affiliated companies may have against the Executive or others. In no event shall the Executive be obligated to seek other employment or take any other action by way of mitigation of the amounts payable to the Executive under any of the provisions of this Agreement and such amounts shall not be reduced whether or not the Executive obtains other employment, except as expressly provided in Section 4(e).

6. **Death**. If Executive dies during the Severance Period, all amounts payable hereunder to Executive shall, to the extent not paid, be paid to his surviving spouse or his designated beneficiary, or if none, then to his estate. Executive's surviving spouse and eligible dependents shall continue to be covered under all applicable Welfare Plans during the remainder of the Severance Period. On the death of the surviving spouse and eligible dependants, no further Welfare Plan coverage shall be provided (other than any coverage required pursuant to Title I, Part 6 of COBRA), and no further benefits shall be paid, except for benefits accrued under any Incentive Plans and Retirement Plans to the date of Executive's termination of employment, to the extent such benefits continue following Executive's death pursuant to the term of such Plans.

7. **Certain Reductions in Payments**.

(a) Anything in this Agreement to the contrary notwithstanding, in the event that an independent, nationally recognized accounting firm designated by Employer prior to a Change in Control (the “Accounting Firm”) shall determine that receipt of all payments, benefits or distributions by Employer or its affiliates in the nature of compensation to or for Executive's benefit, whether paid or payable pursuant to this Agreement or otherwise (a “Payment”) would (after taking into account any value attributable to the non-competition covenant in Section 8), subject Executive to the excise tax under Section 4999 of the Code, the Accounting Firm shall determine whether to reduce any of the Payments paid or payable pursuant to this Agreement (the “Agreement Payments”) to the Reduced Amount (as defined below in Section 7(d)). The Agreement Payments shall be reduced to the Reduced Amount only if the Accounting Firm determines that Executive would have a greater Net After-Tax Receipt (as defined below in Section 7(d)) of aggregate Payments if Executive's Agreement Payments were reduced to the Reduced Amount. If instead the Accounting Firm determines that Executive would not have a greater Net After-Tax Receipt of aggregate Payments if Executive's Agreement Payments were reduced to the Reduced Amount, Executive shall receive all Agreement Payments to which Executive is entitled under this Agreement. Notwithstanding anything to the contrary, in no event shall the value (if any) attributable to the non-competition covenant in Section 8 be taken into account for purposes of the Accounting Firm's determination if it would reduce the Agreement Payments to be paid to Executive, it being understood that any such valuation is intended solely to reduce the amounts that are considered “parachute payments” and therefore reduce any excise tax under Section 4999 of the Code. Any valuation of the non-competition covenant in Section 8 shall be determined by the Accounting Firm (or, if the Accounting Firm is not able to make such determination, an independent third-party valuation specialist, selected by Employer), and Employer shall cooperate in good faith in connection with any such valuation process. In no event shall this Section 7 or any other provision of this Agreement be construed to require the Employer to provide any tax gross-up for the Executive's excise tax liability, if any, under Section 4999 of the Code.

(b) If the Accounting Firm determines that aggregate Agreement Payments should be reduced to the Reduced Amount, Employer shall promptly give Executive notice to that effect and a copy of the detailed calculation thereof. All determinations made by the Accounting Firm (or, with respect to the valuation of the non-competition covenant in Section 8, to the extent applicable, the independent third-party valuation specialist) under this Section 7 shall be binding upon Employer and Executive and shall be made within thirty (30) days after a termination of Executive's employment. The reduction of the Agreement Payments to the Reduced Amount, if applicable, shall be made by reducing the Agreement Payments under the following sections (and no other Payments) in the following order: (i) Section 4(a), (ii) Section 4(c), and (iii) Section 4(g). All fees and expenses of the Accounting Firm and the independent third-party valuation specialist (if any) shall be borne solely by Employer.

(c) As a result of the uncertainty in the application of Sections 280G and 4999 of the Code at the time of the initial determination by the Accounting Firm hereunder, it is possible that amounts will have been paid or distributed by Employer to or for the benefit of Executive pursuant to this Agreement which should not have been so paid or distributed ("Overpayment") or that additional amounts which will have not been paid or distributed by Employer to or for the benefit of Executive pursuant to this Agreement could have been so paid or distributed ("Underpayment"), in each case, consistent with the calculation of the Reduced Amount hereunder. In the event that the Accounting Firm, based upon the assertion of a deficiency by the Internal Revenue Service against either Employer or Executive which the Accounting Firm believes has a high probability of success determines that an Overpayment has been made, Executive shall pay any such Overpayment to Employer together with at the applicable federal rate provided for in Section 7872(f)(2) of the Code; provided, however, that no amount shall be payable by Executive to Employer if and to the extent such payment would not either reduce the amount on which Executive is subject to tax under Sections 1 and 4999 of the Code or generate a refund of such taxes. In the event that the Accounting Firm, based upon controlling precedent or substantial authority, determines that an Underpayment has occurred, any such Underpayment shall be promptly paid by Employer to or for the benefit of Executive (subject to Section 14) together with interest at the applicable federal rate provided for in Section 7872(f)(2) of the Code.

(d) For purposes hereof, the following terms have the meanings set forth below:

(i) "Net After-Tax Receipt" shall mean the present value (as determined in accordance with Sections 280G(b)(2)(A)(ii) and 280G(d)(4) of the Code) of a Payment net of all taxes imposed on Executive with respect thereto under Sections 1, 3101 and 4999 of the Code and under applicable state and local laws, determined by applying the highest marginal rate under Section 1 of the Code and under state and local laws which applied to Executive's taxable income for the immediately preceding taxable year, or such other rate(s) as Executive certifies, in Executive's sole discretion, as likely to apply to him or her in the relevant tax year(s).

(ii) "Reduced Amount" shall mean the greatest amount of Agreement Payments that can be paid that would not result in the imposition of the excise tax under Section 4999 of the Code if the Accounting Firm determines to reduce Agreement Payments pursuant to Section 7(a).

8. **Restrictive Covenants**. During the Term of this Agreement, Executive shall not be

associated, directly or indirectly, as an employee, proprietor, stockholder, partner, agent, representative, officer, or otherwise, with the operation of any business that is competitive with any line of business of Employer or any Affiliate for which Executive has provided substantial services without the prior written consent of Employer, which shall not unreasonably be withheld, except that Executive's ownership (or that of his wife and children) of publicly-traded securities of any such business having a cost of not more than $250,000 shall not be considered a violation of this Section 8. For purposes of the preceding sentence, Executive shall be considered as the “stockholder” of any equity securities owned by his spouse and all relatives and children residing in Executive's principal residence.

9. **No Solicitation of Representatives and Employees**. Executive agrees that he shall not, during the Term of this Agreement, directly or indirectly, in his individual capacity or otherwise, induce, cause, persuade, or attempt to do any of the foregoing in order to cause, any representative, agent or employee of Employer or any Affiliate to terminate such person's employment relationship with Employer or any Affiliate, or to violate the terms of any agreement between said representative, agent or employee and Employer or any Affiliate.

10. **Confidentiality**. Executive acknowledges that preservation of a continuing business relationship between Employer or its Affiliates and their respective customers, representatives, and employees is of critical importance to the continued business success of Employer and that it is the active policy of Employer and its Affiliates to guard as confidential the identity of its customers, trade secrets, pricing policies, business affairs, representatives and employees. In view of the foregoing, Executive agrees that he shall not, during the Term of this Agreement and thereafter, without the prior written consent of Employer (which consent shall not be withheld unreasonably), disclose to any person or entity any information concerning the business of, or any customer, representative, agent or employee of, Employer or its Affiliates which was obtained by Executive in the course of his employment by Employer. This Section 10 shall not be applicable if and to the extent Executive is required to testify in a legislative, judicial or regulatory proceeding pursuant to an order of Congress, any state or local legislature, a judge, or an administrative law judge.

11. **Executive Assignment**. No interest of Executive or his spouse or any other beneficiary under this Agreement, or any right to receive any payment or distribution hereunder, shall be subject in any manner to sale, transfer, assignment, pledge, attachment, garnishment, or other alienation or encumbrance of any kind, nor may such interest or right to receive a payment or distribution be taken, voluntarily or involuntarily, for the satisfaction of the obligations or debts of, or other claims against, Executive or his spouse or other beneficiary, by operation of law or otherwise, other than pursuant to the terms of a qualified domestic relations order to which Executive is a party.

12. **Funding**.

(a) Prior to a Change in Control, all rights of Executive and his spouse or other beneficiary under this Agreement shall at all times be entirely unfunded and no provision shall at any time be made with respect to segregating any assets of Employer for payment of any amounts due hereunder. Neither Executive nor his spouse or other beneficiary shall have any interest in or rights against any specific assets of Employer, and Executive and his spouse or other beneficiary shall have only the rights of a general unsecured creditor of Employer.

(b) No later than five days following a Change in Control, Employer shall establish an irrevocable grantor trust, substantially in the form of the model trust agreement set forth in Internal Revenue Service Revenue Procedure 96-24, or any subsequent Revenue Procedure, and shall make a contribution to the trust in an amount equal to the cash payments that would be made to Executive pursuant to Sections 4 and 7 upon a termination of his employment under circumstances described in Section 3, such amount to be determined as if Executive's termination of employment occurred on the date of the Change in Control. At six-month intervals commencing from the date of the Change in Control, Employer shall recalculate the amount necessary to fully fund the above-described benefits and, if the amount exceeds the fair market value of the assets then held in the trust, Employer shall promptly deposit an amount equal to such excess. Employer shall not terminate the trust until the Term of the Agreement has ended and all cash payments described in Sections 4 and 7 to which Executive is entitled have been made to Executive. Employer shall provide Executive with written confirmation of the establishment of the trust and the deposit of the required amount on his behalf, including a written accounting of the calculation of such amounts. Employer's failure to establish a trust and provide such written notice shall constitute a material breach of this Agreement. Notwithstanding the foregoing, this Section 12(b) shall be construed and applied in a manner so as to avoid the application of Section 409A(b)(3) of the Code.

13. **Legal Expenses**. Employer shall pay as incurred (within 10 calendar days following Employer's receipt of an invoice from the Executive) Executive's reasonable out-of-pocket expenses, including attorney's fees, incurred by Executive at any time from the date of this Agreement through the Executive's remaining lifetime or, if longer, through the 20th anniversary of the date of the Change of Control, in connection with any action taken to enforce this Agreement or construe or determine the validity of this Agreement or otherwise in connection herewith, including any claim or legal action or proceeding, whether brought by Executive or Employer or another party, and whether or not Executive is successful with respect to such action taken; provided, that the Executive shall have submitted an invoice for such fees and expenses at least 15 calendar days before the end of the calendar year next following the calendar year in which such fees and expenses were incurred. The amount of such legal fees and expenses that Employer is obligated to pay in any given calendar year shall not affect the legal fees and expenses that Employer is obligated to pay in any other calendar year, and the Executive's right to have Employer pay such legal fees and expenses may not be liquidated or exchanged for any other benefit. Employer's obligation to pay Executive's eligible legal fees and expenses under this Section 13 shall not be conditioned upon Executive's termination of employment.

14. **Section 409A**.

(a) The amounts payable pursuant to Section 4 above are intended to be separate payments that are exempt from Section 409A of the Code by reason of the "short-term deferral" exception or the separation pay exceptions set forth in Section 1.409A-1(b)(9)(iii) or Section 1.409A-1(b)(9)(v) of the Treasury Regulations. To the extent that an amount payable under Section 4 does not comply with any of these exceptions, then they shall be subject to the following rules:

(i) Notwithstanding anything contained in this Agreement to the contrary, if the Executive is a "specified employee," as determined under Employer's policy for determining specified employees on the date of his termination of employment, then to the extent required in order to comply with Section 409A of the Code, all payments, benefits or reimbursements paid or provided under this Agreement that constitute a "deferral of compensation" within the meaning of Section 409A of the Code, that are provided as a result of a "separation from service" within the meaning of Section 409A and that would otherwise be paid or provided during the first six months following the date of such termination of employment shall be accumulated through and paid or provided (together with interest at the applicable federal rate under Section 7872(f)(2)(A) of the Code in effect on the date of termination of employment) within 30 days after the first business day following the six month anniversary of such termination of employment (or, if the Executive dies during such six-month period, within 30 days after the Executive's death).

(ii) The benefits described in paragraphs (e) and (g) of Section 4 that are taxable benefits (and that are not disability pay or death benefit plans within the meaning of Section 409A of the Code) are intended to comply, to the maximum extent possible, with the exception to Section 409A of the Code set forth in Section 1.409A-1(b)(9)(v) of the Treasury Regulations. To the extent that any of those benefits either do not qualify for that exception, or are provided beyond the applicable time periods set forth in Section 1.409A-1(b)(9)(v) of the Treasury Regulations, then they shall be subject to the following additional rules: (1) any reimbursement of eligible expenses shall be paid within 60 calendar days following Executive's written request for reimbursement, or such later date set forth in Section 14(a)(i);

provided that the Executive provides written notice no later than 75 calendar days prior to the last day of the calendar year following the calendar year in which the expense was incurred so that Employer can make the reimbursement within the time periods required by Section 409A of the Code; (2) the amount of expenses eligible for reimbursement, or in-kind benefits provided, during any calendar year shall not affect the amount of expenses eligible for reimbursement, or in-kind benefits to be provided, during any other calendar year; and (3) the right to reimbursement or in-kind benefits shall not be subject to liquidation or exchange for another benefit.

(b) For purposes of this Agreement, the phrase "termination of employment" or words or phrases of similar import shall mean a "separation from service" with the Employer within the meaning of Section 409A of the Code. In this regard, Employer and the Executive shall take all steps necessary (including with regard to any post-termination services by the Executive) to ensure that (i) any termination of employment under this Agreement constitutes a "separation from service" within the meaning of Section 409A of the Code, and (ii) the date on which such separation from service takes place shall be the date of the termination of employment for purposes of this Agreement.

(c) It is intended that the payments and benefits provided under this Agreement shall either be exempt from the application of, or comply with, the requirements of Section 409A of the Code. This Agreement shall be construed, administered, and governed in a manner that effects such intent, and the Employer shall not take any action that would be inconsistent with such intent. Without limiting the foregoing, the payments and benefits provided under this Agreement may not be deferred, accelerated, extended, paid out or modified in a manner that would result in the imposition of an additional tax under Section 409A of the Code upon Executive. Although the Employer shall use its best efforts to avoid the imposition of taxation, interest and penalties under Section 409A of the Code, the tax treatment of the benefits provided under this Agreement is not warranted or guaranteed. Neither the Employer, its Affiliates nor their respective directors, officers, employees or advisers shall be held liable for any taxes, interest, penalties or other monetary amounts owed by the Executive or other taxpayer as a result of the Agreement.

15. **Waiver**. No waiver by any party at any time of any breach by any other party of, or compliance with, any condition or provision of this Agreement to be performed by any other party shall be deemed a waiver of any other provisions or conditions at the same time or at any prior or subsequent time.

16. **Applicable Law**. This Agreement shall be construed and interpreted pursuant to the laws of Delaware.

17. **Entire Agreement**. This Agreement contains the entire Agreement between Employer and Executive and supersedes any and all previous agreements, written or oral, between the parties relating to severance benefits in the event of a Change in Control. No amendment or modification of the terms of this Agreement shall be binding upon the parties hereto unless reduced to writing and signed by Employer and Executive.

18. **No Employment Contract**. Nothing contained in this Agreement shall be construed to be an employment contract between Executive and Employer. Executive is employed at will and Employer may terminate his employment at any time, with or without cause.

19. **Severability**. In the event any provision of this Agreement is held illegal or invalid, the remaining provisions of this Agreement shall not be affected thereby.

20. **Employment with an Affiliate**. If Executive is employed by Employer and an Affiliate, or solely by an Affiliate, on the date of termination of employment of Executive under circumstances described in Section 3, then (a) employment or termination of employment as used in this Agreement shall mean employment or termination of employment of Executive with Employer and such Affiliate, or with such Affiliate, as applicable, and related references to Employer shall also include Affiliate, as applicable, and (b) the obligations of Employer hereunder shall be satisfied by Employer and/or such Affiliate as Employer, in its discretion, shall determine; provided that Employer shall remain liable for such obligations to the extent not satisfied by such Affiliate.

21. **Successors**. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, representatives and successors. Any reference in this Agreement to Employer shall be deemed a reference to any successor (whether direct or indirect, by purchase of stock or assets, merger or consolidation or otherwise) to all or substantially all of the business and/or assets of Employer; provided that Executive's employment by a successor Employer shall not be deemed a termination of Executive's employment with Employer (unless otherwise required in order to comply with the definition of "separation from service" under Section 409A of the Code).

22. **Non-exclusivity**. Except with respect to agreements regarding severance payments described in Section 17, the provisions of this Agreement shall not reduce any amounts otherwise payable, or in any way diminish Executive's existing rights, or rights which would accrue solely as a result of the passage of time, under any other employment agreement or other contract, plan or arrangement with Employer or an Affiliate.

23. **Notice**. Notices required under this Agreement shall be in writing and sent by registered mail, return receipt requested, to the following addresses or to such other address as the party being notified may have previously furnished to the others by written notice.

If to Employer: Newell Rubbermaid Inc.
3 Glenlake Parkway
Atlanta, Georgia 30328
Attention: General Counsel

If to Executive: Michael B. Polk
Newell Rubbermaid Inc.
3 Glenlake Parkway
Atlanta, Georgia 30328

24. **Counterparts**. This Agreement may be executed in counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, the parties have executed this Employment Security Agreement as of the day and year written above.

NEWELL RUBBERMAID INC.

By:/s/ James Sweet
Title: Executive Vice President - Human Resources and Corporate Communications

/s/ Michael B. Polk
EXECUTIVE

EXHIBIT 31.1

CERTIFICATION

I, Michael B. Polk, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended September 30, 2011 of Newell Rubbermaid Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2011

/s/ Michael B. Polk

Michael B. Polk
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Juan R. Figuereo, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended September 30, 2011 of Newell Rubbermaid Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2011

/s/ Juan R. Figuereo

Juan R. Figuereo
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Newell Rubbermaid Inc. (the "Company") on Form 10-Q for the period ending September 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael B. Polk, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael B. Polk

Michael B. Polk
Chief Executive Officer
November 7, 2011

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Newell Rubbermaid Inc. (the “Company”) on Form 10-Q for the period ending September 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Juan R. Figuereo, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Juan R. Figuereo

Juan R. Figuereo
Chief Financial Officer
November 7, 2011

EXHIBIT 99.1

NEWELL RUBBERMAID INC. SAFE HARBOR STATEMENT

The Company has made statements in its Annual Report on Form 10-K for the year ended December 31, 2010, as well as in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, and the documents incorporated by reference therein that constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995. These statements are subject to risks and uncertainties. The statements relate to, and other forward-looking statements that may be made by the Company may relate to, but are not limited to, information or assumptions about the effects of Project Acceleration, Project Renewal, the European Transformation Plan, the Capital Structure Optimization Plan, sales (including pricing), income/ (loss), earnings per share, return on equity, return on invested capital, capital and other expenditures, working capital, cash flow, dividends, capital structure, debt to capitalization ratios, availability of financing, interest rates, restructuring and restructuring-related costs, impairment and other charges, potential losses on divestitures, impacts of changes in accounting standards, pending legal proceedings and claims (including environmental matters), future economic performance, operating income or gross margin improvements or declines, costs and cost savings (including raw material and sourced product inflation, productivity and streamlining), synergies, and management's plans, goals and objectives for future operations, performance and growth. These statements generally are accompanied by words such as “intend,” “anticipate,” “believe,” “estimate,” “project,” “target,” “plan,” “expect,” “will,” “should,” “would” or similar statements. Forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. The factors that are discussed below, as well as the matters that are set forth generally in the 2010 Form 10-K and the third quarter 2011 Form 10-Q and the documents incorporated by reference therein could cause actual results to differ. Some of these factors are described as criteria for success. The Company's failure to achieve, or limited success in achieving, these objectives could result in actual results differing materially from those expressed or implied in the forward-looking statements. In addition, there can be no assurance that the Company has correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information the Company receives with respect to these factors is complete or correct.

The Company is subject to risks related to its dependence on the strength of retail, commercial and industrial sectors of the economy in various parts of the world.

The Company's business depends on the strength of the retail, commercial and industrial sectors of the economy in various parts of the world, primarily in North America, and to a lesser extent Europe, Central and South America, and Asia. These sectors of the economy are affected primarily by factors such as consumer demand and the condition of the retail industry, which, in turn, are affected by general economic conditions. With continuing challenging economic conditions in the U.S. and elsewhere, there has been considerable pressure on consumer demand, and the resulting impact on consumer spending has had and may continue to have an adverse effect on demand for the Company's products as well as its financial condition and results of operations. Consumer demand and the condition of these sectors of the economy may also be impacted by other external factors such as war, terrorism, geopolitical uncertainties, public health issues, natural disasters and other business interruptions. The impact of these external factors is difficult to predict, and one or more of the factors could adversely impact the Company's business.

In recent years, the retail industry in the U.S. and, increasingly, elsewhere has been characterized by intense competition among retailers. Because such competition, particularly in weak retail economies, can cause retailers to struggle or fail, the Company must continuously monitor, and adapt to changes in, the profitability, creditworthiness and pricing policies of its customers. A failure by one of the Company's large retail customers would adversely impact the Company's sales and operating cash flows.

The Company is subject to intense competition in a marketplace dominated by large retailers.

The Company competes with numerous other manufacturers and distributors of consumer and commercial products, many of which are large and well-established. The Company's principal customers are large mass merchandisers, such as discount stores, home centers, warehouse clubs and office superstores, and commercial distributors. The rapid growth of these large mass merchandisers, together with changes in consumer shopping patterns, have contributed to the formation of dominant multi-category retailers that have strong negotiating power with suppliers. Current trends among retailers include fostering high levels of competition among suppliers, demanding innovative new products and requiring suppliers to maintain or reduce product prices, and delivering products with shorter lead times. Other trends are for retailers to import products directly from foreign sources and to source and sell products, under their own private label brands, that compete with the Company's products.

The combination of these market influences has created an intensely competitive environment in which the Company's principal customers continuously evaluate which product suppliers to use, resulting in downward pricing pressures and the need for big, consumer-meaningful brands, the ongoing introduction and commercialization of innovative new products, continuing improvements in customer service, and the maintenance of strong relationships with large, high-volume purchasers. The Company also faces the risk of changes in the strategy or structure of its major retailer customers, such as overall store and inventory reductions and retailer consolidation. The intense competition in the retail sector combined with the overall economic environment may result in a number of retailers experiencing financial difficulty or failing in the future. As a result of these factors, the Company may experience a loss of sales, reduced profitability and a limited ability to recover cost increases through price increases.

If the Company is unable to commercialize a continuing stream of new products that create demand, the Company's ability to compete in the marketplace may be adversely impacted.

The Company's long-term success in the competitive retail environment and the industrial and commercial markets depends on its ability to develop and commercialize a continuing stream of innovative new products that create demand. The Company also faces the risk that its competitors will introduce innovative new products that compete with the Company's products. The Company's strategy includes investment in new product development and a focus on innovation. There are, nevertheless, numerous uncertainties inherent in successfully developing and commercializing innovative new products on a continuing basis, and new product launches may not deliver expected growth in sales or operating income.

If the Company does not continue to develop and maintain consumer-meaningful brands, its operating results may suffer.

The Company's ability to compete successfully also depends increasingly on its ability to develop and maintain consumer-meaningful brands so that the Company's retailer and other customers will need the Company's products to meet consumer demand. Consumer-meaningful brands allow the Company to realize economies of scale in its operations. The development and maintenance of such brands requires significant investment in brand-building and marketing initiatives. While the Company plans to continue to increase its expenditures for advertising and other brand-building and marketing initiatives over the long term, the increased investment may not deliver the anticipated results.

Price increases in raw materials and sourced products could harm the Company's financial results.

The Company purchases raw materials, including resin, principally polyethylene and polypropylene, corrugate, steel, gold, zinc, brass and aluminum, which are subject to price volatility and inflationary pressures. The Company attempts to reduce its exposure to increases in those costs through a variety of programs, including periodic purchases, future delivery purchases, long-term contracts and sales price adjustments. Where practical, the Company uses derivatives as part of its risk management process. Also, as part of its strategy to achieve best total cost, the Company increasingly relies on third-party manufacturers as a source for its products. These manufacturers are also subject to price volatility and labor cost and other inflationary pressures, which may, in turn, result in an increase in the amount the Company pays for sourced products. Raw material and sourced product price increases may more than offset the Company's productivity gains and price increases and adversely impact the Company's financial results.

The Company's plans to continue to improve productivity and reduce complexity and costs may not be successful, which would adversely affect its ability to compete.

The Company's success depends on its ability to continuously improve its manufacturing operations to gain efficiencies, reduce supply chain costs and streamline or redeploy nonstrategic selling, general and administrative expenses in order to produce products at a best-cost position and allow the Company to invest in innovation and brand building. In October 2011, the Company announced Project Renewal, a global initiative designed to reduce the complexity of the organization and increase investment in the most significant growth platforms within the business. In June 2010, the Company announced its European Transformation Plan, a program to simplify and centralize its European business and leverage the benefits of scale and to contribute to a more efficient and cost effective implementation of an enterprise resource planning program. The Company runs the risk that these and similar initiatives may not be completed substantially as planned, may be more costly to implement than expected, or may not have the positive effects anticipated. It is also possible that other major productivity and streamlining programs may be required in the future. In addition, disruptions in the Company's ability to supply products on a timely basis, which may be incidental to any problems in the Company's implementation of SAP or other programs, could adversely affect the Company's future results.

If the Company is unable to make strategic acquisitions and to integrate its acquired businesses, the Company's future growth could be adversely impacted.

Although the Company is increasingly emphasizing internal growth rather than growth by acquisition, the Company's ability to continue to make strategic acquisitions and to integrate the acquired businesses successfully, including obtaining anticipated cost savings and operating income improvements within a reasonable period of time, remain important factors in the Company's future growth. Furthermore, the Company's ability to finance major acquisitions may be adversely affected by the Company's financial position and access to credit markets. In addition, significant additional borrowings would increase the Company's borrowing costs and could adversely affect its credit rating and could constrain the Company's future access to capital.

Circumstances associated with divestitures could adversely affect the Company's results of operations and financial condition.

The Company continues to evaluate the performance and strategic fit of its businesses and products and may decide to sell or discontinue a business based on such an evaluation. A decision to divest or discontinue a business may result in asset impairments, including those related to goodwill and other intangible assets, and losses upon disposition, both of which could have an adverse effect on the Company's results of operations and financial condition. In addition, the Company may encounter difficulty in finding buyers (or prospective buyers may have difficulty obtaining financing) or executing alternative exit strategies at acceptable prices and terms and in a timely manner. Divestitures and business discontinuations could involve additional risks, including the following:

- difficulties in the separation of operations, services, products and personnel;
- the diversion of management's attention from other business concerns;
- the retention of certain current or future liabilities in order to induce a buyer to complete a divestiture;
- the disruption of the Company's business; and
- the potential loss of key employees.

The Company may not be successful in managing these or any other significant risks that it may encounter in divesting or discontinuing a business.

The Company is subject to risks related to its international operations and sourcing model.

International operations, especially in Europe, but also in Asia, Central and South America and Canada, are important to the Company's business, and the Company's strategy emphasizes international growth. In addition, as the Company increasingly sources products in low-cost countries, particularly in Asia, it is exposed to additional risks and uncertainties. Foreign operations can be affected by factors such as currency devaluation; other currency fluctuations; tariffs; nationalization; exchange controls; labor inflation; interest rates; limitations on foreign investment in local business; and other political, economic and regulatory risks and difficulties. The Company also faces risks due to the transportation and logistical complexities inherent in increased reliance on foreign sourcing.

Venezuela was designated as a highly inflationary economy effective January 1, 2010, and, accordingly, gains and losses resulting from the translation of the net assets (excluding non-monetary assets) of operations in Venezuela into U.S. Dollars are recorded in earnings. See Footnote 1 of the Notes to Condensed Consolidated Financial Statements for further information.

The inability to obtain raw materials and finished goods in a timely manner from suppliers would adversely affect the Company's ability to manufacture and market its products.

The Company purchases raw materials to be used in manufacturing its products. In addition, the Company is placing increasing reliance on third-party manufacturers as a source for finished goods. The Company typically does not enter into long-term contracts with its suppliers or sourcing partners. Most raw materials and sourced goods are obtained on a “purchase order” basis; however, in limited cases where the Company has supply contracts with fixed prices, the Company may be required to purchase raw materials at above-market prices, which could adversely impact gross margins. In addition, in some instances the Company maintains single-source or limited-source sourcing relationships, either because multiple sources are not available or the relationship is advantageous due to performance, quality, support, delivery, capacity or price considerations. Financial, operating or other difficulties encountered by the Company's suppliers and/or sourcing partners or changes in the Company's relationships with them could result in manufacturing or sourcing interruptions, delays and inefficiencies, and prevent the Company from manufacturing or obtaining the finished goods necessary to meet customer demand.

Complications in connection with the Company's current information system initiative may adversely impact its results of operations, financial condition and cash flows.

The Company is in the process of replacing various business information systems worldwide with an enterprise resource planning system from SAP. To date, the North American operations of substantially all 13 of the Company's GBUs have successfully gone live with their SAP implementation efforts. These go-lives are the first major milestones in a multi-year implementation that will occur in several phases, primarily based on geographic region and segment. This activity involves the migration of multiple legacy systems and users to a common SAP information platform. Throughout this process, the Company is changing the way it conducts business and employees' roles in processing and utilizing information. In addition, this conversion will impact certain interfaces with the Company's customers and suppliers, resulting in changes to the manner in which the Company takes orders, procures materials, schedules production, remits billings, makes payments and performs other business functions. Based upon the complexity of this initiative, there is risk that the Company will be unable to complete the implementation in accordance with its timeline and will incur additional costs. The implementation could result in operating inefficiencies, and the implementation could impact the Company's ability to perform necessary business transactions. All of these risks could adversely impact the Company's results of operations, financial condition and cash flows.

Impairment charges could have a material adverse effect on the Company's financial results.

Future events may occur that would adversely affect the reported value of the Company's assets and require impairment charges. Such events may include, but are not limited to, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on the Company's sales and customer base, the unfavorable resolution of litigation, a material adverse change in the Company's relationship with significant customers or business partners, or a sustained decline in the Company's stock price. The Company continues to evaluate the impact of economic and other developments on the Company and its business units to assess whether impairment indicators are present. Accordingly, the Company may be required to perform impairment tests based on changes in the economic environment and other factors, and these tests could result in impairment charges in the future.

The Company's businesses are subject to regulation in the U.S. and abroad.

Changes in laws, regulations and related interpretations may alter the environment in which the Company does business. This includes changes in environmental, competitive and product-related laws, as well as changes in accounting standards, taxation and other regulations. Accordingly, the Company's ability to manage regulatory, tax and legal matters (including environmental, human resource, product liability, patent and intellectual property matters), and to resolve pending legal matters without significant liability could require the Company to take significant reserves in excess of amounts accrued to date or pay significant fines during a reporting period, which could materially impact the Company's results. In addition, new regulations may be enacted in the U.S. or abroad that may require the Company to incur additional personnel-related, environmental or other costs on an ongoing basis or incur fines or penalties for noncompliance, any of which could adversely affect the Company's results of operations. Lastly, as a U.S.-based multi-national company, the Company is also subject to tax regulations in the U.S. and multiple foreign jurisdictions, some of which are interdependent. For example, certain income that is earned and taxed in countries outside the U.S. is not taxed in the U.S., provided those earnings are indefinitely reinvested outside the U.S. If these or other tax regulations should change, the Company's financial results could be impacted.

The resolution of the Company's tax contingencies may result in additional tax liabilities, which could adversely impact the Company's cash flows and results of operations.

The Company is subject to income tax in the U.S. and numerous jurisdictions outside the U.S. Significant estimation and judgment is required in determining the Company's worldwide provision for income taxes. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities. Although the Company believes its tax estimates are reasonable, the final outcome of tax audits and related litigation could be materially different than that reflected in its historical income tax provisions and accruals. There can be no assurance that the resolution of any audits or litigation will not have an adverse effect on future operating results.

Product liability claims or regulatory actions could adversely affect the Company's financial results or harm its reputation or the value of its end-user brands.

Claims for losses or injuries purportedly caused by some of the Company's products arise in the ordinary course of the Company's business. In addition to the risk of substantial monetary judgments, product liability claims or regulatory actions could result in negative publicity that could harm the Company's reputation in the marketplace, adversely impact the value of its end-user brands, or result in an increase in the cost of producing the Company's products. The Company could also be required to recall possibly defective products, which could result in adverse publicity and significant expenses. Although the Company maintains product liability insurance coverage, potential product liability claims are subject to a self-insured retention or could be excluded under the terms of the policy.

If the Company is unable to access the capital markets to refinance its maturing debt, its borrowing costs could increase.

As of September 30, 2011, the Company had $503.3 million of debt that it will be required to refinance or repay within the next 12 months. It is possible that the Company may seek to address its short-term obligations through the capital markets or other arrangements. However, access to the capital markets cannot be assured, and although the Company believes that alternative arrangements will be available to refinance these obligations, such arrangements could result in an increase in the Company's borrowing costs.

A reduction in the Company's credit ratings could materially and adversely affect its business, financial condition and results of operations.

The Company's current senior debt credit ratings from Moody's Investors Service, Standard & Poor's and Fitch Ratings are Baa3, BBB- and BBB, respectively. Its current short-term debt credit ratings from Moody's Investors Service, Standard & Poor's and Fitch Ratings are P-3, A-3 and F-2, respectively. Standard & Poor's, Moody's and Fitch have a stable outlook on their ratings. The Company cannot be sure that any of its current ratings will remain in effect for any given period of time or that a rating will not be lowered by a rating agency if, in its judgment, circumstances in the future so warrant. A downgrade by Moody's or Standard & Poor's, which would reduce the Company's senior debt below investment grade, could increase the Company's borrowing costs, which would adversely affect the Company's financial results. The Company would likely be required to pay a higher interest rate in future financings, and its potential pool of investors and funding sources could decrease. If the Company's short-term ratings were to be lowered, it would limit, or eliminate entirely, the Company's access to the commercial paper market. The ratings from credit agencies are not recommendations to buy, sell or hold the Company's securities, and each rating should be evaluated independently of any other rating.

The level of returns on pension and postretirement plan assets and the actuarial assumptions used for valuation purposes could affect the Company's earnings and cash flows in future periods. Changes in government regulations could also affect the Company's pension and postretirement plan expenses and funding requirements.

The funding obligations for the Company's pension plans are impacted by the performance of the financial markets, particularly the equity markets, and interest rates. Funding obligations are determined under government regulations and are measured each year based on the value of assets and liabilities on a specific date. If the financial markets do not provide the long-term returns that are expected under the governmental funding calculations, the Company could be required to make larger contributions. The equity markets can be, and recently have been, very volatile, and therefore the Company's estimate of future contribution requirements can change dramatically in relatively short periods of time. Similarly, changes in interest rates and legislation enacted by governmental authorities can impact the timing and amounts of contribution requirements. An adverse change in the funded status of the plans could significantly increase the Company's required contributions in the future and adversely impact its liquidity.

Assumptions used in determining projected benefit obligations and the fair value of plan assets for the Company's pension and other postretirement benefit plans are determined by the Company in consultation with outside actuaries. In the event that the Company determines that changes are warranted in the assumptions used, such as the discount rate, expected long-term rate of return on assets, or expected health care costs, the Company's future pension and postretirement benefit expenses could increase or decrease. Due to changing market conditions or changes in the participant population, the assumptions that the Company uses may differ from actual results, which could have a significant impact on the Company's pension and postretirement liabilities and related costs and funding requirements.