

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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

1. Name and Address of Reporting Person * <u>Stipancich John K</u>  (Last) (First) (Middle) <u>C/O NEWELL RUBBERMAID INC.</u> <u>3 GLENLAKE PKWY.</u>  (Street) <u>ATLANTA GA 30328</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC [ NWL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Counsel &amp; Secy</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2013		M		8,000	A	\$21.74	27,274	D	
Common Stock	02/08/2013		S		8,000	D	\$24.14	19,274	D	
Common Stock	02/08/2013		S		10,000	D	\$24.14	9,274	D	
Common Stock	02/11/2013		M		10,000	A	\$23.94	19,274	D	
Common Stock	02/11/2013		F		3,447	D	\$23.94	15,827	D	
Common Stock	02/11/2013		M		10,320	A	\$23.94	26,147	D	
Common Stock	02/11/2013		F		3,442	D	\$23.94	22,705	D	
Common Stock	02/11/2013		A		20,520 <sup>(1)</sup>	A	\$23.94	43,225	D	
Common Stock	02/11/2013		F		6,844	D	\$23.94	36,381	D	
Common Stock	02/11/2013		M		27,000	A	\$13.64	63,381	D	
Common Stock	02/11/2013		S		300	D	\$24.26	63,081	D	
Common Stock	02/11/2013		S		300	D	\$24.27	62,781	D	
Common Stock	02/11/2013		S		1,500	D	\$24.8	61,281	D	
Common Stock	02/11/2013		S		2,000	D	\$24.29	59,281	D	
Common Stock	02/11/2013		S		4,100	D	\$24.3	55,181	D	
Common Stock	02/11/2013		S		5,400	D	\$24.31	49,781	D	
Common Stock	02/11/2013		S		893	D	\$24.32	48,888	D	
Common Stock	02/11/2013		S		3,500	D	\$24.33	45,388	D	
Common Stock	02/11/2013		S		3,700	D	\$24.34	41,688	D	
Common Stock	02/11/2013		S		4,507	D	\$24.35	37,181	D	
Common Stock	02/11/2013		S		700	D	\$24.36	36,481	D	
Common Stock	02/11/2013		S		100	D	\$24.37	36,381	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Options (Right to Buy)	\$21.74	02/08/2013		M			8,000	(2)	08/26/2014	Common Stock	8,000	\$0	0	D		
Restricted Stock Units	(3)	02/11/2013		M			10,000		02/09/2013	(4)	Common Stock	10,000	\$0	0	D	
Restricted Stock Units	(3)	02/11/2013		M			10,320		02/10/2013	(4)	Common Stock	10,320	\$0	0	D	
Options (Right to Buy)	\$13.64	02/11/2013		M			27,000		02/10/2013	02/10/2020	Common Stock	27,000	\$0	0	D	

**Explanation of Responses:**

1. Acquired upon vesting of performance-based restricted stock units previously granted on February 10, 2010.
2. Options became exercisable in equal installments on August 26, 2006, 2007, 2008 & 2009.
3. Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid common stock.
4. N/A

**Remarks:**

/s/ Christine E. Hermann,  
Attorney in Fact for John K. Stipancich      02/12/2013

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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