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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| 1. Name and Address of Reporting Person [*] | | | 2. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC</u> [NWL] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|--|---------|--|----------|--|----------------------|--|--|--|
| Stipancich John K | | | [] | | Director | 10% Owner | | | |
| | | | | | Officer (give title | Other (specify | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | | | | |
| C/O NEWELL RUBBERMAID INC. | | (, , | 02/08/2013 | | EVP, General Cou | insel & Secy | | | |
| C/O NEWELI | L RUBBERMA | ID INC. | | | | | | | |
| 3 GLENLAK | E PKWY. | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv | /idual or Joint/Group Filir | ng (Check Applicable | | | |
| (Street) | | | | Line) | | | | | |
| ATLANTA | C A | 30328 | | X | Form filed by One Re | porting Person | | | |
| | GA | 30328 | | | Form filed by More the Person | an One Reporting | | | |
| (Citv) | (State) | (Zip) | | | | | | | |

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 / Disposed Of (| Acquired D) (Instr. | (A) or 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) | |
| Common Stock | 02/08/2013 | | М | | 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 | | М | | 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 | | М | | 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 ⁽¹⁾ | 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 | | М | | 27,000 | Α | \$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. Transa Code (8) | | of Deri Seco Acq (A) o Disp of (E | umber vative urities uired or oosed 0) (Instr. and 5) | Expiration Date (Month/Day/Year) | | 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 | | | | | | |

| 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date. | 4. | | | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
|--|--|---|--|---|--|--|---|---|--|---|--|---|---|--|--|--|--|
| ve / | if any (Month/Day/Year) | Transa Code (8) | | of | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. | | Expiration Date (Month/Day/Year) ies id ad nstr. | | of Securities | | 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 | | | | | | | | |
| 4 02/08/2013 | | М | | | 8,000 | (2) | 08/26/2014 | Common Stock | 8,000 | \$ <mark>0</mark> | 0 | D | | | | | |
| 02/11/2013 | | М | | | 10,000 | 02/09/2013 | (4) | Common Stock | 10,000 | \$ <u>0</u> | 0 | D | | | | | |
| 02/11/2013 | | М | | | 10,320 | 02/10/2013 | (4) | Common Stock | 10,320 | \$ 0 | 0 | D | | | | | |
| 4 02/11/2013 | | М | | | 27,000 | 02/10/2013 | 02/10/2020 | Common Stock | 27,000 | \$ 0 | 0 | D | | | | | |
| | 4 02/08/2013 02/11/2013 02/11/2013 | 4 02/08/2013 4 02/11/2013 02/11/2013 4 02/11/2013 | r Code 4 02/08/2013 M 4 02/11/2013 M 02/11/2013 M M 4 02/11/2013 M | K K <thk< th=""> K K K</thk<> | n A) C A) C Disponent Disponent Disponent Disponent 4 02/08/2013 M M Image: Constant of the second of th | (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) or Disposed of (D) (Instr. 3, 4 and 5) 4 02/08/2013 M I 8,000 0 02/11/2013 M I 10,000 4 02/11/2013 M I 10,320 4 02/11/2013 M I 27,000 | A O/A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) Date Exercisable 4 02/08/2013 M (A) (D) Date Exercisable 4 02/11/2013 M (A) (D) Date Exercisable 4 02/11/2013 M (A) (D) Date Exercisable 4 02/11/2013 M (A) (D) 02/09/2013 4 02/11/2013 M (A) (D) 02/10/2013 | (A) or Disposed of (D) (D) (Instr. 3, 4 and 5) (A) or Disposed of (D) (D) (Instr. 3, 4 and 5) 4 02/08/2013 M V (A) (D) Date Exercisable Expiration Date 4 02/08/2013 M M S,000 (2) 08/26/2014 4 02/11/2013 M M I 10,000 02/09/2013 (4) 4 02/11/2013 M M I 10,320 02/10/2013 (4) 4 02/11/2013 M M I 27,000 02/10/2013 02/10/2020 | (A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed Disposed Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed Disposed Date (A) or Disposed Disposed Date (A) or Disposed Date (A) or Disposed Date <td>(A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed Disposed Disposed of (D)(Instr. 3, 4 and 5) 4 02/08/2013 M (A) (A) (D) Date Exercisable Expiration Date Title Amount or Number Shares 4 02/08/2013 M M (A) 8,000 (2) 08/26/2014 Common Stock 8,000 0 02/11/2013 M M I 10,000 02/09/2013 (4) Common Stock 10,320 4 02/11/2013 M M I 10,320 02/10/2013 (4) Common Stock 10,320 4 02/11/2013 M M I 27,000 02/10/2013 02/10/2020 Common Stock 27,000</td> <td>A A) or Disposed of (A) or Disposed of (Instr. 3, 4 and 5) A Amount or Date Expiration Date Amount or Date Amount or Shares 4 02/08/2013 M Image: Amount or V Amount or V Amount or V Amount or V Amount or Number of Shares 4 02/08/2013 M Image: Amount or V Image: Amount or V</td> <td>A Description Control Following Reported rs, 4 and 5) Following Reported rs, 4 and 5) Image: Note of the secret s</td> <td>A) or Disposed (b) (Instr. 4) (A) or Disposed (c) (Instr. 4) (A) or Disposed (c) (Instr. 4) (Instr. 4) Following Reported (Instr. 4) Following Reported (Instr. 4) (I) (Instr. 4) 4 02/08/2013 M (A) (A) (D) Date Expiration Expiration Title Amount or Shares S000 S00 0 D 4 02/08/2013 M M I 8,000 (2) 08/26/2014 Common Stock 8,000 \$0 D D 02/11/2013 M M I 10,000 02/09/2013 (4) Common Stock 10,320 \$0 D D 4 02/11/2013 M I 10,320 02/10/2013 (4) Common Stock 10,320 \$0 D D 4 02/11/2013 M I 27,000 02/10/2013 02/10/2020 Common Stock 27,000 \$0 D D</td> | (A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed of (D)(Instr. 3, 4 and 5) (A) or Disposed Disposed Disposed of (D)(Instr. 3, 4 and 5) 4 02/08/2013 M (A) (A) (D) Date Exercisable Expiration Date Title Amount or Number Shares 4 02/08/2013 M M (A) 8,000 (2) 08/26/2014 Common Stock 8,000 0 02/11/2013 M M I 10,000 02/09/2013 (4) Common Stock 10,320 4 02/11/2013 M M I 10,320 02/10/2013 (4) Common Stock 10,320 4 02/11/2013 M M I 27,000 02/10/2013 02/10/2020 Common Stock 27,000 | A A) or Disposed of (A) or Disposed of (Instr. 3, 4 and 5) A Amount or Date Expiration Date Amount or Date Amount or Shares 4 02/08/2013 M Image: Amount or V Amount or V Amount or V Amount or V Amount or Number of Shares 4 02/08/2013 M Image: Amount or V Image: Amount or V | A Description Control Following Reported rs, 4 and 5) Following Reported rs, 4 and 5) Image: Note of the secret s | A) or Disposed (b) (Instr. 4) (A) or Disposed (c) (Instr. 4) (A) or Disposed (c) (Instr. 4) (Instr. 4) Following Reported (Instr. 4) Following Reported (Instr. 4) (I) (Instr. 4) 4 02/08/2013 M (A) (A) (D) Date Expiration Expiration Title Amount or Shares S000 S00 0 D 4 02/08/2013 M M I 8,000 (2) 08/26/2014 Common Stock 8,000 \$0 D D 02/11/2013 M M I 10,000 02/09/2013 (4) Common Stock 10,320 \$0 D D 4 02/11/2013 M I 10,320 02/10/2013 (4) Common Stock 10,320 \$0 D D 4 02/11/2013 M I 27,000 02/10/2013 02/10/2020 Common Stock 27,000 \$0 D 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:

<u>/s/ Christine E. Hermann,</u> <u>Attorney in Fact for John K.</u> <u>Stipancich</u>

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.