

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>DAVIES RICHARD B</u>  (Last) (First) (Middle) <u>C/O NEWELL RUBBERMAID INC.</u> <u>3 GLENLAKE PARKWAY</u>  (Street) <u>ATLANTA GA 30328</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC [ NWL ]</u>	
		4. 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, Chief Development Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Cash Settled Stock Units	(1)	(1)	Common Stock	11,274	0.0	D
Cash Settled Stock Units	(2)	(2)	Common Stock	13,545	0.0	D
Cash Settled Stock Units	(3)	(3)	Common Stock	10,136	0.0	D

**Explanation of Responses:**

- Stock Units granted on February 6, 2013 under the Newell Rubbermaid Inc. International Incentive Plan. Each stock unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange. The reporting person shall become fully vested in his or her award upon the third anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement.
- Stock Units granted on February 12, 2014 under the Newell Rubbermaid Inc. International Incentive Plan. Each stock unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange. The reporting person shall become fully vested in his or her award upon the third anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement.
- Stock Units granted on February 11, 2015 under the Newell Rubbermaid Inc. International Incentive Plan. Each stock unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange. The reporting person shall become fully vested in his or her award upon the third anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement. Prior to the vesting to award, if the Company pays a dividend on its common stock, the reporting person will receive an amount in cash equal in value to the dividends that the reporting person would have received had the reporting person been the actual owner of the number of shares of Newell Rubbermaid common stock represented by the restricted stock units.

**Remarks:**

/s/ Leah Lower, attorney-in-fact for Richard Davies      01/08/2016

\*\* 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 5 (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.