

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>CAMPBELL PATRICK D</b>			2. Issuer Name and Ticker or Trading Symbol <b>NEWELL BRANDS INC. [ NWL ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/30/2020</b>					
C/O NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD			4. 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		
(Street)	ATLANTA GA 30328							
(City)	(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 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	10/30/2020		A		4,246 <sup>(1)(2)</sup>	A	\$0	65,402	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					
Deferred RSU phantom stock <sup>(3)</sup>	(4)							(4)	(5)	Common Stock	6,422	6,998.2235 <sup>(6)</sup>	D	
Deferred RSU phantom stock <sup>(7)</sup>	(8)							(8)	(5)	Common Stock	9,085	9,344.5325 <sup>(9)</sup>	D	

**Explanation of Responses:**

- Granted in accordance with the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended.
- These shares represent the fourth quarter 2020 director fees paid in Common Stock based on the Company's closing price per share on October 30, 2020, of \$17.66.
- Represents a vested award of 6,422 restricted stock units ("RSUs") first granted on May 15, 2018, pursuant to the Newell Rubbermaid Inc. 2013 Incentive Plan. The reporting person elected to defer settlement on the scheduled vesting date and the RSUs instead converted to an equal number of phantom stock units, in accordance with the DCP. The 6,422 phantom stock units will settle on a one for one basis for shares of the Company's Common Stock after the end of the reporting person's service on the Company's Board.
- The reporting person's 6,422 phantom stock units will convert to shares of the Company's Common Stock on a one-for-one basis after the end of the reporting person's service on the Company's Board, in accordance with the DCP.
- N/A
- The reported total includes 90.4267 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.
- Represents a vested award of 9,085 restricted stock units ("RSUs") first granted on May 7, 2019, pursuant to the Newell Rubbermaid Inc. 2013 Incentive Plan. The reporting person elected to defer settlement on the scheduled vesting date and the RSUs instead converted to an equal number of phantom stock units, in accordance with the DCP. The 9,085 phantom stock units will settle on a one for one basis for shares of the Company's Common Stock after the end of the reporting person's service on the Company's Board.
- The reporting person's 9,085 phantom stock units will convert to shares of the Company's Common Stock on a one-for-one basis after the end of the reporting person's service on the Company's Board, in accordance with the DCP.
- The reported total includes 119.3883 additional phantom stock units acquired by the reporting person since the date of his last report pursuant to a dividend reinvestment feature of the DCP. The additional phantom stock units acquired pursuant to the dividend reinvestment feature will be settled for cash after the end of the reporting person's service on the Company's Board.

**Remarks:**

/s/ Raj Dave, attorney-in-fact 11/03/2020  
for Patrick D. Campbell

\*\* 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.**