

(As filed with the Securities and Exchange Commission
on March 11, 2002
Registration No. 333-)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NEWELL RUBBERMAID INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

36-3514169
(I.R.S. Employer
Identification No.)

Newell Center
29 East Stephenson Street
Freeport, Illinois 61032-0943
(815) 235-4171
(Address, including zip code,
and telephone number, including
area code, of registrant's
principal executive offices)

Dale L. Matschullat
Vice President - General Counsel
6833 Stalter Drive, Suite 101
Rockford, Illinois 61108
(815) 381-8114
(Name, address, including zip
code, and telephone number,
including area code, of agent
for service)

Please send copies of all communications to:

Andrew A. Kling
David McCarthy
Schiff Hardin & Waite
6600 Sears Tower
Chicago, Illinois 60606
(312) 258-5500

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this Registration
Statement

If the only securities being registered on this Form are being
offered pursuant to dividend or interest reinvestment plans, please
check the following box: []

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under
the Securities Act of 1933, other than securities offered only in
connection with dividend or interest reinvestment plans, check the
following box: [X]

If this Form is filed to register additional securities for an
offering pursuant to Rule 462(b) under the Securities Act, please
check the following box and list the Securities Act registration

statement number of the earlier effective registration statement for
the same offering: [X] No. 333-82829

If this Form is a post effective amendment filed pursuant to Rule
462(c) under the Securities Act, check the following box and list the
Securities Act registration statement number of the earlier effective
registration statement for the same offering: []

If delivery of the prospectus is expected to be made pursuant to
Rule 434, please check the following box: []

CALCULATION OF REGISTRATION FEE

Title of each class	Amount to be	Proposed maximum	Proposed maximum	Amount of
---------------------	--------------	------------------	------------------	-----------

of securities to be registered	registered	offering price per unit (1)	aggregate offering price (1)	registration fee
Debt Securities	\$50,500,000	100%	\$50,500,000	\$4,646

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).

EXPLANATORY STATEMENT

This Registration Statement on Form S-3 relates to the registration of additional securities pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registrant's Registration Statement on Form S-3 (Registration No. 333-82829) are incorporated by reference into this Registration Statement.

Part II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit No.	Exhibit
5.1	Opinion of Schiff Hardin & Waite
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Schiff Hardin & Waite (contained in their opinion filed as Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Freeport, State of Illinois, on March 11, 2002.

NEWELL RUBBERMAID INC.

By: /s/ C.R. Davenport

Name: C.R. Davenport

Title: Vice President - Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below on by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ William P. Sovey ----- William P. Sovey	Chairman of the Board and Director	March 11, 2002
/s/ Joseph Galli, Jr. ----- Joseph Galli, Jr.	President, Chief Executive Officer and Director	March 11, 2002
/s/ J. Patrick Robinson ----- J. Patrick Robinson	Vice President - Corporate Controller and Chief Accounting Officer	March 11, 2002
/s/ William T. Alldredge ----- William T. Alldredge	President - Corporate Development and Chief Financial Officer	March 11, 2002
/s/ Scott S. Cowen	Director	March 11, 2002

Scott S. Cowen

/s/ Alton F. Doody

Director

March 11, 2002

Alton F. Doody

/s/ Daniel C. Ferguson

Director

March 11, 2002

Daniel C. Ferguson

Robert L. Katz

Director

/s/ William D. Marohn

Director

March 11, 2002

William D. Marohn

/s/ Elizabeth Cuthbert Millett

Director

March 11, 2002

Elizabeth Cuthbert Millett

/s/ Cynthia A. Montgomery

Director

March 11, 2002

Cynthia A. Montgomery

/s/ Allan P. Newell

Director

March 11, 2002

Allan P. Newell

/s/ Gordon R. Sullivan

Director

March 11, 2002

Gordon R. Sullivan

[Letterhead of Schiff Hardin & Waite]

March 11, 2002

Newell Rubbermaid Inc.
29 East Stephenson Street
Freeport, IL 61032-0943

Re: NEWELL RUBBERMAID INC. REGISTRATION STATEMENT ON FORM S-3

Ladies and Gentlemen:

We have acted as counsel to Newell Rubbermaid Inc., a Delaware corporation (the "Company"), in connection with the filing of Registration Statements on Form S-3 (the "Registration Statements") with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"). The Registration Statements relate to, among other things, the registration under the Act of up to \$500,000,000 of the Company's unsecured and unsubordinated debt securities ("Debt Securities").

The Debt Securities are to be issued under an indenture, dated as of November 1, 1995, between the Company and JP Morgan Chase Bank (formerly The Chase Manhattan Bank), as trustee, as filed as Exhibit 4.4 to the Company's Registration Statement on Form S-3 (File No. 33-64225) (the "Indenture").

The Debt Securities may be offered and sold pursuant to one or more underwriting or distribution agreements (each, together with any related schedule of terms, an "Underwriting Agreement") between the Company and the underwriters or agents named therein, or as otherwise provided pursuant to the Registration Statements.

In this regard, we have reviewed the Registration Statements and the exhibits thereto and have examined such other documents and made such investigation as we have deemed necessary in order to enable us to render the opinions set forth below. In rendering such opinions, we have assumed that (i) the Registration Statements will have become effective under the Act and the Indenture has been qualified under the Trust Indenture Act of 1939, as amended, (ii) a Prospectus Supplement (a "Prospectus Supplement") relating to the Debt Securities to be offered and sold as contemplated by the Registration Statements will be prepared, delivered and filed as contemplated by the Act, (iii) the Indenture represents the valid and binding obligation of the trustee thereunder and (iv) each Underwriting Agreement will be authorized, executed and delivered by or on behalf of the underwriters named therein and will represent a valid and binding obligation of each such underwriter.

Based on the foregoing, we are of the opinion that:

1. The Company is a corporation duly incorporated and validly existing under the laws of the State of Delaware.
2. The Debt Securities will be valid and binding obligations of the Company, enforceable in accordance with their terms (except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other laws relating to or affecting enforcement of creditors' rights generally or by general equitable principles), at such time as: (a) the board of directors of the Company or a duly authorized committee thereof (the "Board of Directors") shall have established by resolution, not inconsistent with the Indenture, a series in which such Debt Securities are to be issued and the terms of such Debt Securities, and such series and terms shall have been set forth, or determined in the manner provided, in an officers' certificate or established in a supplemental indenture in accordance with the requirements of the Indenture; and (b) the issuance and sale of such Debt Securities shall have been duly authorized by the Board of Directors, and such Debt Securities shall have been duly executed, authenticated, issued, registered (if applicable) and delivered pursuant to the provisions of the Indenture and in accordance with a duly authorized, completed and

executed Underwriting Agreement, as contemplated in the Registration Statements and the related Prospectus Supplement, against payment of the agreed consideration therefor.

The opinions expressed above are limited to the laws of the State of Illinois and Delaware and the federal laws of the United States, and no opinion is expressed with respect to the laws of any other jurisdiction or any legal matter not expressly addressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statements and to the use of our name under the caption "Legal Opinion" in the prospectus constituting a part of the Registration Statements.

Very truly yours,

SCHIFF HARDIN & WAITE

By: /s/ Andrew A. Kling

Andrew A. Kling

Exhibit 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 25, 2002, included in the Newell Rubbermaid Inc. Form 10-K/A for the year ended December 31, 2001, and to all references to our firm included in this registration statement.

ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin
March 11, 2002