

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 11, 1999

NEWELL CO.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-9608	36-3514169
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

29 East Stephenson Street, Freeport, Illinois 61032

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code 815) 235-4171

ITEM 5. OTHER EVENTS.

At a special meeting of the stockholders of Newell Co. ("Newell") held on March 11, 1999, Newell's stockholders approved two proposals relating to Newell's previously announced proposed acquisition of Rubbermaid Incorporated ("Rubbermaid") through the merger of a wholly owned subsidiary of Newell with and into Rubbermaid (the "Merger"). The first proposal approved was the authorization of the issuance to Rubbermaid stockholders of 0.7883 of a share of Newell's common stock for each share of Rubbermaid common stock held by those stockholders at the time of the Merger. The second proposal approved was the amendment of Newell's Restated Certificate of Incorporation, as amended, to change Newell's name at the time of the Merger to "Newell Rubbermaid Inc." Newell expects to complete the Merger within the next two weeks.

The text of the joint press release of Newell and Rubbermaid issued on March 11, 1999 relating to the stockholders' approval of the proposals relating to the Merger is filed herewith as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

99.1 Text of joint press release of Newell and Rubbermaid issued March 11, 1999.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWELL CO.
(Registrant)

Date: March 11, 1999

By: /s/ Dale L. Matschullat

Dale L. Matschullat
Vice President -- General
Counsel

EXHIBIT INDEX

Exhibit
No.

Description

99.1

Text of joint press release of Newell and Rubbermaid
issued March 11, 1999.

[Newell logo]
Freeport, Illinois
SECURITIES LISTED NYSE/CSE
Common Stock (Symbol-NWL)

STOCKHOLDERS APPROVE NEWELL RUBBERMAID MERGER

FREEPORT, IL and WOOSTER, OH March 11, 1999 - Newell Co. (NYSE, CSE: NWL) and Rubbermaid Incorporated (NYSE: RBD) announced today that at separate stockholders' meetings held today, their stockholders approved the previously announced merger of Newell and Rubbermaid through a tax-free exchange of shares. At the time of the merger, Rubbermaid shareholders will receive 0.7883 of a share of Newell common stock for each share of Rubbermaid common stock they own. The companies expect to complete the merger within the next two weeks. The combined company will be called Newell Rubbermaid Inc. and will join the exceptional financial performance and superior customer service of Newell with the powerful brand franchises and new product development focus of Rubbermaid.

Based in Freeport, Illinois, Newell Co. is a multi-national manufacturer and marketer of high-volume staple consumer products with 1998 sales of \$3.7 billion and approximately 32,000 employees. Their products are sold through a variety of retail and wholesale distribution channels. Business segments include hardware and home furnishings, including Amerock cabinet hardware, Bulldog(R) home hardware, EZ Paintr(R) paint applicators, Bernzomatic(R) torches, Kirsch(R), Levolor(R) and Newell(R) window treatments, Intercraft(R), Decorel(R) and Holson Burnes(R) picture frames and LeeRowan(R) home storage, office products such as Sanford(R), Berol(R), Eberhard Faber(R) and Rotring(R) writing instruments and Eldon(R) and Rolodex(R) office storage and organization products, and housewares, including Mirro(R), WearEver(R), PanexTM and Calphalon(R) cookware, Anchor Hocking(R) glassware and Goody(R) hair accessories.

Rubbermaid Incorporated, headquartered in Wooster, Ohio, is a multi-national, leading-brand manufacturer and marketer of high-quality, innovative products, including Rubbermaid(R) consumer and commercial products, Little Tikes(R) traditional toys and commercial play systems, and Graco(R) and Century(R) infant furnishings. The company employs approximately 12,000 people around the world.

The statements contained in this press release that are not historical in nature are forward-looking statements. Forward-looking statements are not guarantees since there are inherent difficulties in predicting future results, and actual results could differ materially from those expressed or implied in the forward-looking statements. These factors include, without limitation, those disclosed in Newell's and Rubbermaid's Form 10-K filings with the Securities and Exchange Commission and in Newell's S-4 Registration Statement filed with the Securities and Exchange Commission relating to the merger.

At Newell
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