

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Larson Paula S</u>			2. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC [NWL]</u>			5. 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, Human Resources</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2014</u>			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		
C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ATLANTA GA 30328</u>								
(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	12/16/2014		M		4,280	A	\$34.71	4,280	D	
Common Stock	12/16/2014		F		1,428	D	\$34.71	2,852	D	
Common Stock	12/16/2014		M		4,280	A	\$34.71	7,132	D	
Common Stock	12/16/2014		F		1,428	D	\$34.71	5,704	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						Title
Restricted Stock Units	(1)	12/16/2014		M			4,280	(2)	(2)	Common Stock	4,280	\$0	8,560	D	
Restricted Stock Units	(1)	12/16/2014		M			4,280	(3)	(3)	Common Stock	4,280	\$0	8,560	D	

Explanation of Responses:

- Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid common stock.
- The reporting person previously met the stock price performance criteria applicable to the first tranche of the award. However, because the award was not permitted to vest any earlier than the first anniversary of the date of grant the reporting person did not become vested in the award until December 16, 2014. Any portion of the award not vested as of December 16, 2020 shall expire.
- The reporting person became vested in 33 and 1/3% of the total RSUs that were granted on December 16, 2013.

Remarks:

/s/ Christine E. Hermann,
Attorney-in-Fact for Paula S. Larson 12/18/2014

** 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.