SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1999	Commission file number 1-9608

NEWELL RUBBERMAID INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	36-3514169
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

Newell Center 29 East Stephenson Street Freeport, Illinois	61032-0943
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, $1 par value per share, and associated Common Stock Purchase Rights	New York Stock Exchange Chicago Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. / /

There were 282.0 million shares of the Registrant's Common Stock outstanding as of December 31, 1999. The aggregate market value of the shares of Common Stock (based upon the closing price on the New York Stock Exchange on that date) beneficially owned by non-affiliates of the Registrant was approximately $8,178 million. For purposes of the foregoing calculation only, which is required by Form 10-K, the Registrant has included in the shares owned by affiliates those shares owned by directors and officers of the Registrant, and such inclusion shall not be construed as an admission that any such person is an affiliate for any purpose.

DOCUMENTS INCORPORATED BY REFERENCE

PART III

Portions of the Registrant's Definitive Proxy Statement for its Annual Meeting of Stockholders to be held May 10, 2000.

ITEM 1. BUSINESS

"Newell" or the "Company" refers to Newell Rubbermaid Inc. alone or with its wholly-owned subsidiaries, as the context requires.

GENERAL

The Company is a manufacturer and full-service marketer of staple consumer products sold to high-volume purchasers, including discount stores and warehouse clubs, home centers and hardware stores, and office superstores and contract stationers. The Company's basic business strategy is to merchandise a multi-product offering of brand name, staple consumer products, which are concentrated in product categories with relatively steady demand not dependent on changes in fashion, technology or season, and to differentiate itself by emphasizing superior customer service. The Company's multi-product offering consists of staple consumer products in three business segments: Household Products, Hardware and Home Furnishings and Office Products. The Company's primary financial goals are to achieve above average sales and earnings growth, to achieve an annual return on beginning equity of 20% and to maintain a conservative level of debt.

The Company's growth strategy emphasizes acquisitions and internal growth. The Company has grown both domestically and internationally by acquiring businesses with brand name product lines and improving the profitability of such businesses through an integration process called "Newellization." Since 1990, the Company has completed more than 20 major acquisitions (excluding Rubbermaid) representing more than $3 billion in additional sales. The Company supplements acquisition growth with internal growth, principally by introducing new products, entering new domestic and international markets, adding new customers, cross-selling existing product lines to current customers and supporting its U.S.-based customers' international expansion.

Forward-looking statements in this Report are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may relate to, but are not limited to, information or assumptions about sales, income, earnings per share, return on equity, capital expenditures, dividends, capital structure, free cash flow, debt to capitalization ratios, interest rates, internal growth rates, Euro conversion plans and related risks, Year 2000 plans and related risks, pending legal proceedings and claims (including environmental matters), future economic performance, operating income improvements, synergies, management's plans, goals and objectives for future operations and growth or the assumptions relating to any of the forward-looking statements. The Company cautions that forward-looking statements are not guarantees since there are inherent difficulties in predicting future results; and that actual results could differ materially from those expressed or implied in the forward-looking statements. Factors that could cause actual results to differ include, but are not limited

to, those matters set forth in this Report, the documents incorporated by reference herein and Exhibit 99 to this Report.

Product Groups

The Company's three business segments are Household Products, Hardware and Home Furnishings and Office Products.

HOUSEHOLD PRODUCTS

Household Products

The Company's Household Products business is conducted by the Rubbermaid Home Products, Curver (Europe) and Goody divisions. Rubbermaid Home Products and Curver design, manufacture or source, package and distribute indoor and outdoor organization, storage, and cleaning products. Goody is a leading manufacturer of hair care accessories.

Rubbermaid Home Products, Curver and Goody products are primarily sold under the Rubbermaid{R}, Curver{R}, Ace{R}, Wilhold{R} and Goody{R} trademarks.

Rubbermaid Home Products, Curver and Goody market their products directly and through distributors to mass merchants, warehouse clubs, grocery/drug stores and hardware distributors, using a network of manufacturers' representatives, as well as regional direct sales representatives and market-specific sales managers.

Principal U.S. facilities are located in Phoenix, Arizona; Centerville, Iowa; Winfield, Kansas; Greenville, North Carolina; Wooster, Ohio; Mogadore, Ohio; Cleburn, Texas; Manchester, Georgia; and Greenville, Texas. Principal foreign facilities are located in Muhltal, Germany; Mississauga, Ontario; Amiens, France; Lomme, France; Grossiat, France; Dreiech, Germany; Debrecen, Hungary; Cartagena, Mexico; Brunssum, Netherlands; Goirle, Netherlands; Seupsk, Poland; Zaragoza, Spain; and Corby, United Kingdom.

Food Preparation, Cooking and Serving

The Company's Food Preparation, Cooking and Serving business is conducted by the Mirro, Panex and Calphalon cookware and bakeware divisions and the Anchor Hocking and Newell Europe glassware divisions. Mirro and Panex primarily design, manufacture, package and distribute aluminum and steel cookware and bakeware for the U.S. and Latin American retail marketplace. Mirro also designs, manufactures, packages and distributes various specialized aluminum cookware and bakeware items for the food service industry. It also produces aluminum contract stampings and components for other manufacturers and

makes aluminum and plastic kitchen tools and utensils. Mirro manufacturing operations are highly integrated, rolling sheet stock from aluminum ingot, and producing phenolic handles and knobs at its own plastics molding facility. Calphalon primarily designs, manufactures or sources, packages and distributes hard anodized aluminum cookware and bakeware for the department/specialty store marketplace. Anchor Hocking and Newell Europe primarily design, manufacture, package and distribute glass products. These products include glass ovenware, servingware, cookware and dinnerware products. Anchor Hocking also produces foodservice products, glass lamp parts, lighting components, meter covers and appliance covers for the foodservice and specialty markets. Newell Europe also produces glass components for appliance manufacturers, and its products are marketed primarily in Europe, the Middle East and Africa only.

Mirro and Calphalon products are sold primarily under the trademarks Mirro{R}, WearEver{R}, Calphalon{R}, Regal{R}, Panex{R}, Penedo{TM}, Rochedo{TM} and Clock{TM}, AirBake{R}, Cushionaire{R}, Concentric Air{R}, Channelon{R}, WearEver Air{R}, Club{R}, Royal Diamond{R} and Kitchen Essentials{TM}. Anchor Hocking products are sold primarily under the trademarks Anchor{R}, Anchor Hocking{R} and Oven Basics{R}. Newell Europe's products are sold primarily under the trademarks of Pyrex{R}, Vision{R} and Visions{R} (each used under exclusive license from Corning Incorporated and its subsidiaries in Europe, the Middle East and Africa only), Pyroflam{R} and Vitri{R}.

Mirro markets its products directly to mass merchants, warehouse clubs, grocery/drug stores, department/specialty stores, hardware distributors, cable TV networks and select contract customers, using a network of manufacturers' representatives, as well as regional zone and market-specific sales managers. Calphalon primarily markets its products directly to department/specialty stores. Anchor Hocking markets its products directly to mass merchants, warehouse clubs, grocery/drug stores, department/specialty stores, hardware distributors and select contract customers, using a network of manufacturers' representatives, as well as regional zone and market-specific sales managers. Anchor Hocking also markets its products to manufacturers which supply the mass merchant and home party channels of trade. Newell Europe markets its products to mass merchants, industrial manufacturers and buying groups using a direct sales force and manufacturers' representatives in some markets.

Principal U.S. facilities are located in Manitowoc and Chilton, Wisconsin; Toledo, Ohio; Lancaster, Ohio and Monaca, Pennsylvania. Principal foreign facilities are located in Sao Paulo, Brazil; Sunderland, Great Britain; Muhltal, Germany; and Chateauroux, France.

Infant/Juvenile Care & Play

The Company's Infant/Juvenile Care & Play business is conducted by the Graco/Century and Little Tikes divisions. These businesses design, manufacture or source, package and distribute infant and juvenile products such as high chairs, infant seats, strollers, play yards, ride-ons and outdoor activity play equipment.

Graco/Century and Little Tikes are primarily sold under the Graco{R}, Little Tikes{R} and Century{R} trademarks.

Graco/Century and Little Tikes market their products directly and through distributors to mass merchants, warehouse clubs, grocery/drug stores and hardware distributors, using a network of manufacturers' representatives, as well as regional direct sales representatives and market-specific sales managers.

Principal U.S. facilities are located in City of Industry, California; Hudson, Ohio; Sebring, Ohio; Macedonia, Ohio; Elverson, Pennsylvania; and Greer, South Carolina. The principal foreign facility is located in Niedercorn, Luxembourg.

Commercial Products

The Company's Commercial Products business is conducted by Rubbermaid Commercial Products division, which designs, manufactures or sources, packages and distributes industrial and commercial waste and recycling containers, cleaning equipment, food storage, serving and transport containers, outdoor play systems and home health care products. The products of Rubbermaid Commercial Products are sold under the Rubbermaid{R}, Carex{R} and Brute{R} trademarks.

Rubbermaid Commercial Products markets its products directly and through distributors to commercial channels and home centers using a direct sales force.

Principal U.S. facilities are located in Cleveland, Tennessee; Winchester, Virginia; and Farmington, Missouri. The principal foreign facility is located in Cadereyta, Mexico.

HARDWARE AND HOME FURNISHINGS

Hardware and Tools

The Company's hardware and tools business is conducted by the Amerock Cabinet and Window Hardware Systems, Bulldog Fastener, EZ Paintr, BernzOmatic, Lee Rowan and Newell Hardware Europe divisions. Amerock Cabinet and Window Hardware Systems manufacture or source, package and distribute cabinet hardware for the retail and O.E.M. marketplace and window hardware for window manufacturers. Bulldog packages and distributes hardware, which includes bolts, screws and mechanical fasteners. EZ Paintr manufactures and distributes manual

paint applicator products. BernzOmatic manufactures and distributes propane/oxygen hand torches. Lee Rowan primarily designs, manufactures or sources, packages and distributes wire storage and laminate products and ready-to-assemble closet organization and work shop cabinets. Newell Hardware Europe is a manufacturer and marketer of shelving and storage products, cabinet hardware and functional trims.

Amerock, Bulldog, EZ Paintr, BernzOmatic, Lee Rowan and Newell Hardware Europe products are sold primarily under the trademarks Amerock{R}, Allison{R}, Bulldog{R}, EZ Paintr{R}, BernzOmatic{R}, Doorfile{R}, Lee Rowan{R}, System Works{R}, Douglas Kane{R}, Spur{R}, Nenplas{R}, Homelux{R} and Ashland{TM}.

Amerock, Bulldog, EZ Paintr, BernzOmatic and Lee Rowan market their products directly and through distributors to mass merchants, home centers, hardware distributors, cabinet shops and window manufacturers, using a network of manufacturers' representatives, as well as regional zone and market-specific sales managers.

Principal facilities are located in Rockford, Illinois; St. Francis, Wisconsin; Jackson, Missouri; Vista, California; and Medina, New York. The principal foreign facilities are located in Watford, Ontario, Canada; Borken, Germany; Birmingham, United Kingdom; Ashbourne, United Kingdom; and Watford Hurts, United Kingdom.

Window Furnishings

The Company's window furnishings business is conducted by the Levolor Home Fashions, Newell Window Furnishings and Newell Window Fashions Europe divisions. Levolor Home Fashions and Newell Window Furnishings primarily design, manufacture or source, package and distribute drapery hardware, made-to-order and stock horizontal and vertical blinds, and pleated, cellular and roller shades for the retail marketplace. Levolor Home Fashions also produces window treatment components for custom window treatment fabricators. Newell Window Fashions Europe primarily designs, manufactures, packages and distributes drapery hardware and made-to-order window treatments for the European retail marketplace.

Levolor Home Fashions, Newell Window Furnishings and Newell Window Fashions Europe products are sold primarily under the trademarks Newell{R}, Levolor{R}, Louverdrape{R}, Del Mar{R}, Kirsch{R}, Acrimo{R}, Swish{R}, Gardinia{R}, Harrison Drape{R}, Spectrim{R}, MagicFit{R}, Riviera{R} and Levolor Cordless{TM}.

Levolor Home Fashions and Newell Window Furnishings market their products directly and through distributors to mass merchants, home centers, department/specialty stores, hardware distributors, custom shops and select contract customers, using a network of manufacturers' representatives, as well as regional account and market-specific sales

managers. Newell Window Fashions Europe markets its products to mass merchants and buying groups using a direct sales force.

Principal U.S. facilities are located in Freeport, Illinois; High Point, North Carolina and Sturgis, Michigan. Principal foreign facilities are located in Ablis, France; Isny, Germany; Milan, Italy; Lisbon, Portugal; Vitoria, Spain; Malmo, Sweden; and Tamworth, Great Britain.

Picture Frames and Albums

The Company's picture frames and albums business is conducted by the Intercraft/Burnes and Newell Frames and Albums Europe divisions. These divisions primarily design, manufacture or source, package and distribute wood, wood composite and metal ready-made picture frames and photo albums.

Intercraft/Burnes ready-made picture frames are sold primarily under the trademarks Intercraft{R}, Decorel{R}, Burnes of Boston{R}, Carr{R}, Rare Woods{R} and Terragrafics{R}, while photo albums are sold primarily under the Holson{R} trademark. Newell Frames and Albums Europe products are sold primarily under the trademarks Albadecor{R} and Panodia{R}.

Intercraft/Burnes markets its products directly to mass merchants, warehouse clubs, grocery/drug stores and department/specialty stores, using a network of manufacturers' representatives, as well as regional zone and market-specific sales managers. Intercraft{R}, Decorel{R} and Holson{R} products are sold primarily to mass merchants, while the remaining U.S. brands are sold primarily to department/specialty stores. Newell Frames and Albums Europe markets its products to mass merchants, buying groups and the do it yourself market using a direct sales force.

Principal U.S. facilities are located in Taylor, Texas; Statesville, North Carolina; Claremont, New Hampshire; and Covington, Tennessee; principal foreign facilities are located in Mississauga, Ontario, Canada; St. Laurent Sur Gorre, France; Neunge Sur Beuvron, France; La Ferte Milon, France; and Durango, Mexico.

OFFICE PRODUCTS

Markers and Writing Instruments

The Company's Markers and Writing Instruments business is conducted by the Sanford North America, Sanford International and Cosmolab divisions. Sanford North America primarily designs, manufactures or sources, packages and distributes permanent/waterbase markers, dry erase markers, overhead projector pens, highlighters,

wood-cased pencils, ballpoint pens and inks, and other art supplies, and distributes other writing instruments including roller ball pens and mechanical pencils for the retail marketplace. Sanford International primarily designs and manufactures, packages and distributes ball point pens, wood-cased pencils, roller ball pens and other art supplies for the retail and distributor markets. Cosmolab primarily designs and manufactures, packages and distributes private label cosmetic pencils for commercial customers.

Sanford products are sold primarily under the trademarks Sanford{R}, Eberhard Faber{R}, Berol{R}, Grumbacher{R}, Reynolds{R}, Rotring{R}, Sharpie{R}, Uni-Ball{R} (used under exclusive license from Mitsubishi Pencil Co. Ltd. and its subsidiaries), Expo{R}, Accent{R}, Vis-a-Vis{R}, Expresso{R} and Mongol{R}.

Sanford North America markets its products directly and through distributors to mass merchants, warehouse clubs, grocery/drug stores, office superstores, office supply stores, contract stationers, and hardware distributors, using a network of company sales representatives, regional sales managers, key account managers and selected manufacturers' representatives. Sanford International markets its products directly to retailers and distributors using a direct sales force.

Principal U.S. facilities are located in Bellwood, Illinois and Lewisburg and Shelbyville, Tennessee. Principal foreign facilities are located in Tlalnepantla, Mexico; Bogota, Colombia; Maracay, Venezuela; Kings Lynn, United Kingdom; Oakville, Ontario, Canada; Pasteje, Mexico; Valence, France; and Hamburg, Germany.

Office Products

The Company's office products business is conducted through its Newell Office Products division. Newell Office Products primarily designs, manufactures or sources, packages and distributes desktop accessories, computer accessories, storage products, card files and chair mats.

Newell Office Products markets its products under the Rolodex{R}, Eldon{R}, Rogers{R} and Rubbermaid{R} trademarks.

Newell Office Products markets its products directly and through distributors to mass merchants, warehouse clubs, grocery/drug stores, office superstores, office supply stores and contract stationers, using a network of manufacturers' representatives, as well as regional zone and market-specific key account representatives and sales managers.

Principal facilities are located in Moca, Puerto Rico; Maryville, Tennessee; and Madison, Wisconsin.

Net Sales by Industry Segment

The following table sets forth the amounts and percentages of the Company's net sales for the three years ended December 31 (including sales of acquired businesses from the time of acquisition and sales of divested businesses through date of sale), for the Company's three operating segments. Sales to Wal-Mart Stores, Inc. and subsidiaries amounted to approximately 12% of consolidated net sales in 1999, 14% in 1998 and 15% in 1997. Sales to no other customer exceeded 10% of consolidated net sales.

	1999	% of total	1998	% of total	1997	% of total
	(In millions, except percentages)					
Household Products Segment:						
Household Products	$1,345.6	21%	$ 1,492.7	24%	$1,307.7	23%
Food Preparation, Cooking & Serving	763.3	12%	768.8	12%	780.6	14%
Infant/Juvenile Care & Play	807.6	13%	736.4	12%	727.3	13%
Commercial Products	418.5	6%	387.4	7%	384.0	7%
Total Household Products Segment	$3,335.0	52%	$ 3,385.3	55%	$3,199.6	57%
Hardware & Home Furnishings Segment:						
Window Furnishings	$ 914.9	14%	$ 808.7	13%	$ 562.6	10%
Hardware & Tools	585.1	9%	562.8	9%	562.8	10%
Picture Frames & Albums	397.2	7%	386.6	6%	359.4	6%
Total Hardware & Home Furnishings Segment	$1,897.2	30%	$1,758.1	28%	1,484.8	26%
Office Products Segment:						
Markers & Writing Instruments	$ 926.2	14%	$ 714.7	12%	$ 601.4	11%
Office Products	254.7	4%	254.9	4%	267.7	5%
School Supplies & Stationery(1)	-	-	70.7	1%	87.9	1%
Total Office Products Segment	$1,180.9	18%	1,040.3	17%	957.0	17%
Total Company	$6,413.1	100%	$6,183.7	100%	$5,641.4	100%

(1) On August 21, 1998, the Company sold its Stuart Hall school supplies and stationery business.

Certain 1998 and 1997 amounts have been reclassified to conform with the 1999 presentation.

Export Sales

The Company's export sales business, defined as sales of products made in the U.S. and sold abroad, is conducted through its Newell International division. For purposes of the table immediately above, sales attributable to the Newell International division are allocated to the operating segment that manufactured the products.

GROWTH STRATEGY

The Company's growth strategy emphasizes acquisitions and internal growth. The Company has grown both domestically and internationally by acquiring businesses with brand name product lines and improving the profitability of such businesses through an integration process referred to as "Newellization." Since 1990, the Company has completed more than 20 major acquisitions (excluding Rubbermaid) representing more than $3 billion in additional sales. The Company supplements acquisition growth with internal growth, principally by introducing new products, entering new domestic and international markets, adding new customers, cross-selling existing product lines to current customers and supporting its U.S.-based customers' international expansion.

Acquisitions and Integration

Acquisition Strategy

The Company primarily grows by acquiring businesses and product lines with a strategic fit with the Company's existing businesses. It also seeks to acquire product lines with a number one or two position in the markets in which they compete, a low technology level, a long product life cycle and the potential to reach the Company's standard of profitability. In addition to adding entirely new product lines, the Company uses acquisitions to round out existing businesses and fill gaps in its product offering, add new customers and distribution channels, expand shelf space for the Company's products with existing customers, and improve operational efficiency through shared resources.

Newellization

"Newellization" is the Company's well-established profit improvement and productivity enhancement process that is applied to integrate newly acquired product lines. The Newellization process includes establishing a more focused business strategy, improving customer service, reducing corporate overhead through centralization of administrative functions and tightening financial controls. In integrating acquired businesses, the Company typically centralizes

accounting systems, capital expenditure approval, cash management, order processing, billing, credit, accounts receivable and data processing operations. To enhance efficiency, Newellization also focuses on improving manufacturing processes, eliminating non-productive lines, reducing inventories, increasing accounts receivable turnover and trimming excess costs.

Newellization also builds partnerships with customers and improves sales mix profitability through program merchandising techniques. The Newellization process usually takes approximately two to three years to complete.

Internal Growth

The second element of the Company's growth strategy is internal growth. Once an acquired business has been Newellized, the Company's strategy is to build profitable sales and contribute to the Company's internal growth. Avenues for internal growth include introducing new products, entering new domestic and international markets, adding new customers, cross-selling existing product lines to current customers and supporting its U.S.-based customers' international expansion. The Company's goal is to achieve an internal growth rate of 3-5% per year. Internal growth is defined by the Company as growth from its "core businesses," which include continuing businesses owned more than two years and minor acquisitions. The Company intends to continue to pursue internal growth opportunities to complement its acquisition growth.

International

The Company is pursuing international opportunities to further its acquisition and internal growth objectives. The rapid growth of consumer goods economies and retail structures in several regions outside the U.S., particularly Europe, Mexico and South America, makes them attractive to the Company by providing opportunities to acquire businesses, develop partnerships with new foreign customers and extend relationships with the Company's domestic customers whose businesses are growing internationally. The Company's recent acquisitions, combined with existing sales to foreign customers, increased its sales outside the U.S. to approximately 23% of total sales in 1999 from 15% in 1997.

Additional information regarding acquisitions of businesses is included in Item 6 and Note 2 to the consolidated financial statements.

MARKETING AND DISTRIBUTION

Customer Service

The Company believes that one of the primary ways it distinguishes itself from its competitors is through customer service. The Company's ability to provide superior customer service is a result of its information technology, marketing and merchandising programs designed to enhance the sales and profitability of its customers and consistent on-time delivery of its products.

Information Technology

The Company is an industry leader in the application of Electronic Data Interchange ("EDI") technology, an electronic link between the Company and many of its retail customers and invests in advanced computer systems. The Company uses EDI to receive and transmit purchase orders, invoices and payments. With the replacement of paper-based processing with computer-to-computer business transactions, EDI has cut days off the order/shipping cycle.

Building upon its EDI expertise, the Company has established "Quick Response" programs with several major customers. These programs allow the Company to implement customized features such as vendor-managed inventories in which the Company manages certain or all aspects of inventory of several product categories at customer locations. The Company's experience is that its customers benefit from such programs by increased inventory turnover and reduced customer waiting periods for out-of-stock product.

On-Time Delivery

A critical element of the Company's customer service is consistent on-time delivery of products to its customers. Retailers are pursuing a number of strategies to deliver the highest-quality, lowest-cost products to their customers. A growing trend among retailers is to purchase on a "just-in-time" basis in order to reduce inventory costs and increase returns on investment. As retailers shorten their lead times for orders, manufacturers need to more closely anticipate consumer buying patterns. The Company supports its retail customers' "just-in-time" inventory strategies through investments in improved forecasting systems, more responsive manufacturing and distribution capabilities and electronic communications. The Company manufactures the vast majority of its products and has extensive experience in high-volume, cost-effective manufacturing. The high-volume nature of its manufacturing processes and the relatively consistent demand for its products enables the Company to ship most products directly from its factories without the need for independent warehousing and distribution centers. For 1999,

approximately 98% of the items ordered by customers were shipped on time, typically within two to three days of the customer's order.

Marketing and Merchandising

The Company's objective is to develop long-term, mutually beneficial partnerships with its customers and become their supplier of choice. To achieve this goal, the Company has a value-added marketing program that offers a family of leading brand name staple products, tailored sales programs, innovative merchandising support, in-store services and responsive top management.

The Company's merchandising skills help customers stimulate store traffic and sales through timely advertising and innovative promotions. The Company also assists customers in differentiating their offerings by customizing products and packaging. Through self-selling packaging and displays that emphasize good-better-best value relationships, retail customers are encouraged to trade up to higher-value, best quality products.

Customer service also involves customer contact with top-level decision makers at the Company's divisions. As part of its decentralized structure, the Company's division presidents are the chief marketing officers of their product lines and communicate directly with customers. This structure permits early recognition of market trends and timely response to customer problems.

Multi-Product Offering

The Company's increasingly broad product coverage in multiple product lines permits it to more effectively meet the needs of its customers. With families of leading, brand name products and profitable new products, the Company also can help volume purchasers sell a more profitable product mix. As a potential single source for an entire product line, the Company can use program merchandising to improve product presentation, optimize display space for both sales and income and encourage impulse buying by retail customers.

Corporate Structure

By decentralizing its manufacturing and marketing efforts while centralizing key administrative functions, the Company seeks to foster a responsive entrepreneurial culture. The Company's divisions concentrate on designing, manufacturing, merchandising, selling their products and servicing their customers, which facilitates product development and responsiveness to customers. Administrative functions that are centralized at the corporate level include cash management, accounting systems, capital expenditure approvals, order processing, billing, credit, accounts receivable, data processing operations and legal functions. Centralization concentrates technical expertise in one location, making it easier to observe overall business trends and manage the Company's businesses.

Backlog

The dollar value of unshipped factory orders is not material.

Seasonal Variations

The Company's product groups are only moderately affected by seasonal trends. Household products typically have higher sales in the second half of the year due to retail stocking related to the holiday season; Hardware and Home Furnishings products have higher sales in the second and third quarters due to an increased level of do-it-yourself projects completed in the summer months; and Office Products have higher sales in the second and third quarters due to the back-to-school season. Because these seasonal trends are moderate, the Company's consolidated quarterly sales do not fluctuate significantly, unless a significant acquisition is made.

Foreign Operations

Information regarding the Company's 1999, 1998 and 1997 foreign operations is included in Note 14 to the consolidated financial statements and is incorporated by reference herein.

Raw Materials

The Company has multiple foreign and domestic sources of supply for substantially all of its material requirements. The raw materials and various purchased components required for its products have generally been available in sufficient quantities.

Patents and Trademarks

The Company has many patents, trademarks, brand names and trade names, none of which is considered material to the consolidated operations.

Competition

The rapid growth of high-volume retailers, such as discount stores and warehouse clubs, home centers and hardware stores, and office superstores and contract stationers, together with changes in consumer shopping patterns, have contributed to a significant

consolidation of the U.S. retail industry and the formation of dominant multi-category retailers. Other trends among retailers are to require manufacturers to maintain or reduce product prices or deliver products with shorter lead times, or for the retailer to import generic products directly from foreign sources. The combination of these market influences creates a highly competitive environment in which the Company's principal customers continuously evaluate which product suppliers to use, resulting in pricing pressures and the need for ongoing improvements in customer service.

For more than 30 years, the Company has positioned itself to respond to the challenges of this retail environment by developing strong relationships with large, high-volume purchasers. The Company markets its strong multi-product offering through virtually every category of high-volume retailer, including discount, drug, grocery and variety chains, warehouse clubs, department, hardware and specialty stores, home centers, office superstores, contract stationers and military exchanges. The Company's largest customer, Wal-Mart (including Sam's Club), accounted for approximately 12% of net sales in 1999. Other top ten customers included Kmart, The Home Depot, Toys 'R Us, The Office Depot, Target, JCPenney, United Stationers, Office Max and Lowe's.

The Company's other principal methods of meeting its competitive challenges are high brand name recognition, superior customer service (including industry leading information technology, innovative "good-better-best" marketing and merchandising programs), consistent on-time delivery, decentralized manufacturing and marketing, centralized administration, and experienced management.

Environment

Information regarding the Company's environmental matters is included in the Management's Discussion and Analysis section of this report and in Note 15 to the consolidated financial statements and is incorporated by reference herein.

Employees

The Company has approximately 44,000 employees worldwide, of whom 9,668 are covered by collective bargaining agreements or, in certain countries, other collective arrangements decreed by statute.

ITEM 2. PROPERTIES

The following table shows the location and general character of the principal operating facilities owned or leased by the Company. The properties are listed within their designated industry segment: Household Products, Hardware & Home Furnishings and Office Products. These are the primary manufacturing locations and in many instances

also contain administrative offices and warehouses used for distribution of our products. The Company also maintains sales offices throughout the United States and the world. The executive offices are located in Beloit, Wisconsin, which is an owned facility occupying approximately 9,000 square feet. The corporate offices are located in Illinois in owned facilities at Freeport (approximately 91,000 square feet) and in owned and leased space in Rockford (approximately 8,700 square feet). Most of the idle facilities, which are excluded from the following list, are subleased while being held pending sale or lease expiration. The Company's properties are generally in good condition, well-maintained, and are suitable and adequate to carry on the Company's business.

INDUSTRY SEGMENT	LOCATION	CITY	OWNED OR LEASED	GENERAL CHARACTER
HOUSEHOLD PRODUCTS	OH	Lancaster	O	Glassware & Bakeware
	PA	Monaca	O	Glassware & Food Service
	France	Chateauroux	O	Glassware & Bakeware
	United Kingdom	Sunderland	O	Glassware & Bakeware
	OH	Perrysburg	O	Cookware
	WI	Manitowoc	O	Cookware & Bakeware - 5 facilities
	WI	Chilton	O	Cookware Components
	Brazil	Sao Paulo	L	Cookware
	Germany	Muhltal	O	Plastic Storage Ware
	AZ	Phoenix	O	Home Products
	IA	Centerville	O	Home Products
	KS	Winfield	O	Home Products - 2 facilities
	NC	Greenville	O	Home Products
	OH	Wooster	O	Home Products
	OH	Mogadore	O	Home Products
	Ontario	Mississauga	O	Home Products
	TX	Cleburne	O	Home Products
	TX	Greenville	O	Home Products

	France	Amiens	O	Home Products
	France	Lomme	L	Home Products
	France	Grossiat	O	Home Products
	Germany	Dreieich	O	Home Products
	Hungary	Debrecen	L	Home Products
	Mexico	Cartagena	O	Home Products
	Netherlands	Brunssum	O	Home Products
	Netherlands	Goirle	O	Home Products
	Poland	Seupsk	O	Home Products
	Spain	Zaragoza	O	Home Products
	United Kingdom	Corby	O	Home Products
	TN	Cleveland	O	Commercial Products - 2 facilities
	VA	Winchester	L	Commercial Products - 2 facilities
	Mexico	Cadereyta	O	Commercial Products
	MO	Farmington	O	Outdoor Play Systems

INDUSTRY SEGMENT	LOCATION	CITY	OWNED OR LEASED	GENERAL CHARACTER
	CA	City of Industry	L	Juvenile Products
	OH	Hudson	O	Juvenile Products
	OH	Sebring	O	Juvenile Products
	Luxembourg	Niedercorn	O	Juvenile Products
	OH	Macedonia	O	Infant Products
	PA	Elverson	O	Infant Products
	SC	Greer	L	Infant Products
	GA	Manchester	O	Hair Accessories - 2 facilities
HARDWARE & HOME FURNISHINGS				
	IL	Rockford	O	Cabinet & Window Hardware
	IN	Lowell	O	Window Hardware
	TN	Johnson City	O	Paint Applicators
	WI	Milwaukee	O	Paint Applicators
	NY	Ogdensburg	O	Small Hardware
	NY	Medina	O	Propane/Oxygen Hand Torches
	NC	Statesville	O	Picture Frames
	NH	Claremont	O	Picture Frames & Photo Albums
	TX	Taylor	O	Picture Frames
	Mexico	Durango	O	Picture Frames
	Mexico	Tijuana	L	Picture Frames
	France	St. Laurent Sur Gorre	O	Picture Frames
	France	Neunge Sur Beuvion Milon	O	Picture Frames
	France	La Ferte Milon	O	Picture Frames
	IL	Freeport	O	Window Treatments
	GA	Athens	O	Window Treatments
	CA	Westminster	L	Window Treatments - 3 facilities
	UT	Salt Lake City	L	Window Treatments
	PA	Shamokin	O	Window Treatments
	TX	Waco	O	Window Treatments
	IL	Holland	L	Window Treatments
	NJ	Rockaway	L	Window Treatments
	NC	High Point	O	Window Treatments
	UT	Ogden	O	Window Treatments
	MI	Sturgis	O	Window Treatments
	Denmark	Hornum	O	Window Treatments
	France	Tremblay-les-Villages	O	Window Treatments
	France	Feuquieres-en-Vimeu	O	Window Treatments
	Germany	Borken	L	Window Treatments
	Germany	Isny	O	Window Treatments

INDUSTRY SEGMENT	LOCATION	CITY	OWNED OR LEASED	GENERAL CHARACTER
	Italy	Como	O	Window Treatments
	Italy	Frosinone	O	Window Treatments
	Spain	Vitoria	O	Window Treatments
	Sweden	Anderstorp	O	Window Treatments
	Sweden	Malmo	O	Window Treatments
	United Kingdom	Birmingham	O/L	Window Treatments
	United Kingdom	Ashbourne	O	Window Treatments
	United Kingdom	Watford Herts	L	Window Treatments
	United Kingdom	Tamworth	O	Window Treatments
	CA	Vista	O	Home Storage Systems
	MO	Jackson	O	Home Storage Systems
	Ontario	Watford	O	Home Storage Systems
OFFICE PRODUCTS	TN	Maryville	O	Office & Storage Organizers
	WI	Madison	O	Office & Storage Organizers - 4 facilities
	Puerto Rico	Moca	O	Office & Storage Organizers

TN	Lewisburg	O	Cosmetic Pencils
IL	Bellwood	O	Writing Instruments - 3 facilities
TN	Lewisburg	O	Writing Instruments
TN	Shelbyville	O	Writing Instruments - 2 facilities
Germany	Hamburg	O	Writing Instruments
Mexico	Tlalnepantla	O	Writing Instruments
Mexico	Pasteje	L	Writing Instruments
Colombia	Bogota	O	Writing Instruments
United Kingdom	Kings Lynn	O	Writing Instruments
Venezuela	Maracay	O	Writing Instruments
France	Valence	O	Writing Instruments

ITEM 3. LEGAL PROCEEDINGS

Information regarding legal proceedings is included in Note 15 to the consolidated financial statements and is incorporated by reference herein.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of the Company's shareholders during the fourth quarter of fiscal year 1999.

SUPPLEMENTARY ITEM - EXECUTIVE OFFICERS OF THE REGISTRANT AS OF 12/31/99.

Name	Age	Present Position With the Company
John J. McDonough	63	Chief Executive Officer
Thomas A. Ferguson, Jr.	52	President and Chief Operating Officer
William T. Alldredge	59	President-International Business Development
Dale L. Matschullat	54	Chief Financial Officer
Richard C. Dell	53	Group President
William J. Denton	55	Group President
Robert S. Parker	54	Group President
Gilbert A. Niesen	55	Vice President - Personnel Relations
Jeffrey J. Burbach	43	Vice President - Controller

John J. McDonough has been Vice Chairman and Chief Executive Officer of the Company since January 1, 1998 and a Director since 1992. He was Senior Vice President-Finance of the Company from November 1981 through April 1983. Mr. McDonough has also been President and Chief Executive Officer of McDonough Capital Company LLC (an investment management company) since April 1995. Prior thereto, he was Vice Chairman and a Director of Dentsply International Inc. (a manufacturer and distributor of dental and medical x-ray equipment and other dental products) from 1983 through October 1995, and was Chief Executive Officer from April 1983 through February 1995.

Thomas A. Ferguson, Jr. has been President and Chief Operating Officer since May 1992. From January 1989 to May 1992, he was President-Operating Companies.

William T. Alldredge was appointed President-International Business Development in November 1999. He was Vice President-Finance of the Company from August 1983 to November 1999.

Dale L. Matschullat has been the Chief Financial Officer since December 1999. He was Vice President-General Counsel from September 1989 to December 1999.

Richard C. Dell has been Group President since June 1992. He was President of Amerock from November 1989 to June 1992. He was President of EZ Paintr from September 1987 to November 1989.

William J. Denton has been Group President since March 1990. From April 1989 to March 1990, he was Vice President-Corporate Controller.

He was President of Anchor Hocking Glass from August 1987 to April 1989.

Robert S. Parker has been Group President since August 1998. He was President of Sanford Corporation from February 1992 to August 1998.

Gilbert A. Niesen has been Vice President-Personnel Relations since May 1998. He was Vice President of Human Resources of the Mirro Division from March 1994 to May 1998, and Vice President of Human Resources of Amerock Corporation from December 1987 to March 1994.

Jeffrey J. Burbach has been Vice President-Controller since June 1999. He was President of EZ Paintr from December 1994 to June 1999. He was President of BernzOmatic from September 1992 to December 1994.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Company's Common Stock is listed on the New York and Chicago Stock Exchanges (symbol: NWL). As of December 31, 1999, there were 29,404 stockholders of record. The following table sets forth the high and low sales prices of the Common Stock on the New York Stock Exchange Composite Tape (as published in the Wall Street Journal) for the calendar periods indicated.

	1999		1998		1997	
	High	Low	High	Low	High	Low
Quarters:						
First	$ 50	$ 36 3/8	$ 50 3/16	$ 40 7/8	$ 38 3/8	$30 3/8
Second	52	40 1/8	49 3/16	45 7/16	40 1/16	32 7/8
Third	47 11/16	27 3/16	54 7/16	43 3/16	43 1/4	37 1/2
Fourth	36 1/2	26 1/4	49 1/16	37 3/16	43 3/16	35 1/8

The Company has paid regular cash dividends on its Common Stock since 1947. On February 1, 2000, the quarterly cash dividend was increased to $0.21 per share from the $0.20 per share that had been paid since February 8, 1999. Prior to this date, the quarterly cash dividend paid was $0.18 per share since February 10, 1998, which was an increase from the $0.16 per share paid since February 11, 1997.

Information about the 5.25% convertible quarterly income preferred securities issued by a wholly owned subsidiary trust of the Company, which are reflected as outstanding in the Company's consolidated financial statements as Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust, is included in Note 6 to the consolidated financial statements and is incorporated by reference herein.

ITEM 6. SELECTED FINANCIAL DATA

The following is a summary of certain consolidated financial information relating to the Company at December 31. The summary has been derived in part from, and should be read in conjunction with, the consolidated financial statements of the Company included elsewhere in this report and the schedules thereto.

	1999	1998	1997	1996	1995
	(In thousands, except per share data)				
INCOME STATEMENT DATA					
Net sales	$6,413,074	$6,183,674	$5,641,441	$5,233,930	$4,837,953
Cost of products sold	4,671,875	4,360,860	4,005,958	3,669,559	3,432,132
Gross income	1,741,199	1,822,814	1,635,483	1,564,371	1,405,821
Selling, general and administrative expenses	1,104,491	967,916	838,871	789,887	708,242
Restructuring Costs	246,381	115,154	37,200	-	158,000
Trade names and goodwill amortization and other	46,722	59,405	119,743	30,487	23,964
Operating income	343,605	680,339	639,663	735,007	515,615
Nonoperating expenses (income):					
Interest expense	100,021	100,514	114,357	84,822	65,125
Other, net	12,645	(237,148)	(19,284)	(23,127)	(22,296)
Net	112,666	(136,634)	95,073	61,695	42,829
Income before income taxes	230,939	816,973	544,590	673,312	472,786
Income taxes	135,502	335,139	222,973	261,872	186,539
Net income	$ 95,437	$ 481,834	$ 321,617	$ 411,440	$ 286,247
Earnings Per Share					
Basic	$ 0.34	$ 1.72	$ 1.15	$ 1.46	$ 1.00
Diluted	$ 0.34	$ 1.70	$ 1.14	$ 1.46	$ 1.00
Dividends per share	$ 0.80	$ 0.76	$ .70	$ 0.63	$ 0.55
Weighted Average Shares Outstanding					
Basic	281,806	280,731	280,300	280,894	286,461
Diluted	281,806	291,883	281,653	281,482	286,779

	1999	1998	1997	1996	1995
	(In thousands, except per share data)				
BALANCE SHEET DATA					
Inventories	$1,034,794	$1,033,488	$ 902,978	$ 801,255	$ 769,762
Working capital	1,108,700	1,278,768	1,006,624	953,890	899,158
Total assets	6,724,088	6,289,155	5,775,248	5,112,410	4,656,718
Short-term debt	247,433	101,968	258,201	154,555	287,546
Long-term debt, net of current maturities	1,455,779	1,393,865	989,694	1,197,486	782,744
Stockholders' equity	2,697,006	2,843,732	2,661,417	2,513,722	2,436,958

1996

On January 19, 1996, the Company acquired the Holson Burnes Group, Inc. ("Holson Burnes"), a manufacturer and marketer of photo albums and picture frames. Holson Burnes was combined with Intercraft, creating the Intercraft/Burnes division.

The transaction was accounted for as a purchase; therefore the results of operations are included in the accompanying consolidated financial information since their respective dates of acquisition.

1995

On October 2, 1995, the Company acquired Decorel Incorporated ("Decorel"), a manufacturer and marketer of ready-made picture frames. Decorel was combined with Intercraft. On November 2, 1995, the Company acquired Berol Corporation ("Berol"), a designer, manufacturer and marketer and markers and writing instruments. Berol was combined with Sanford. The U.S. component of Berol is operated as part of the Sanford North America division. The international piece is operated as part of Sanford International. For these and other minor 1995 acquisitions, the Company paid $210.6 million in cash, issued 379,507 shares of the Company's Common Stock (valued at approximately $9.5 million) and assumed $144.2 million of debt.

The transactions were accounted for as purchases; therefore results of operations are included in the accompanying consolidated financial information since their respective dates of acquisition. The acquisition costs were allocated to the fair market value of the assets acquired and liabilities assumed and resulted in trade names and goodwill of approximately $181.1 million.

Subsequent Years

Information regarding businesses acquired in the last three years is included in Note 2 to the consolidated financial statements.

QUARTERLY SUMMARIES

Summarized quarterly data for the last three years is as follows (unaudited):

Calendar Year	1st	2nd	3rd	4th	Year
		(In millions, except per share data)			
1999					
Net sales	$1,516.2	$1,597.3	$1,609.5	$1,690.1	$6,413.1
Gross income	423.3	420.8	444.6	452.5	1,741.2
Net income	(79.0)	30.1	72.7	71.6	95.4
Earnings per share:					
Basic	(0.28)	0.11	0.26	0.25	0.34
Diluted	(0.28)	0.11	0.26	0.25	0.34
1998					
Net sales	$ 1,402.1	$1,559.5	$ 1,559.9	$1,662.2	$6,183.7
Gross income	396.2	487.0	477.0	461.7	1,822.8
Net income	158.5	141.9	117.5	63.9	481.8
Earnings per share:					
Basic	0.57	0.51	0.42	0.22	1.72
Diluted	0.56	0.50	0.42	0.22	1.70
1997					
Net sales	$1,229.0	$1,436.1	$1,486.1	$1,490.2	$5,641.4
Gross income	344.0	419.7	430.1	441.7	1,635.5
Net income	71.7	21.4	118.0	110.5	321.6
Earnings per share:					
Basic	0.26	0.08	0.42	0.39	1.15
Diluted	0.26	0.07	0.42	0.39	1.14

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of the Company's consolidated results of operations and financial condition. The discussion should be read in conjunction with the consolidated financial statements and notes thereto.

RESULTS OF OPERATIONS

The following table sets forth for the period indicated items from the Consolidated Statements of Income as a percentage of net sales:

YEAR ENDED DECEMBER 31,	1999	1998	1997
Net sales	100.0%	100.0%	100.0%
Cost of products sold	72.8	70.5	71.0
GROSS INCOME	27.2	29.5	29.0
Selling, general and administrative expenses	17.2	15.7	14.9
Restructuring costs	3.8	1.9	0.7
Goodwill amortization and other	0.8	0.9	2.1
OPERATING INCOME	5.4	11.0	11.3
Nonoperating (income) expenses:			
Interest expense	1.6	1.6	2.0
Other, net	0.2	(3.8)	(0.3)
NET NONOPERATING (INCOME) EXPENSES	1.8	(2.2)	1.7
INCOME BEFORE INCOME TAXES	3.6	13.2	9.6
Income taxes	2.1	5.4	3.9
NET INCOME	1.5%	7.8%	5.7%

1999 vs. 1998

Net sales for 1999 were $6,413.1 million, representing an increase of $229.4 million or 3.7% from $6,183.7 million in 1998. Net sales for each of the Company's segments (and the primary reasons for the year-to-year changes) were as follows, in millions:

YEAR ENDED DECEMBER 31,	1999	1998	% Change
Household Products	$3,335.0	$3,385.3	(1.5)%(1)
Hardware and Home Furnishings	1,897.2	1,758.1	7.9%(2)
Office Products	1,180.9	1,040.3	13.5%(3)

$6,413.1	$6,183.7	3.7%
========	========	

Primary Reasons for Changes:

(1) 1998 Decora (April 1998) and Newell Plastics (September 1998) divestitures and weak sales performance at Rubbermaid Home Products and Little Tikes, offset partially by Century (May 1998) acquisition+ and strong sales at Graco and Rubbermaid Commercial Products.

(2) Swish (March 1998), Gardinia (August 1998), Ateliers 28 (April 1999) and McKechnie (October 1999) acquisitions.

(3) 7% internal growth* and Rotring (September 1998) and Reynolds (October 1999) acquisitions, offset partially by 1998 Stuart Hall (August 1998) divestiture.

+ Acquisitions and divestitures are described in note 2 to the consolidated financial statements.

* Internal growth is defined by the Company as growth from its core businesses, which include continuing businesses owned more than two years and minor acquisitions.

Gross income as a percent of net sales in 1999 was 27.2% or $1,741.2 million versus 29.5% or $1,822.8 million in 1998. Excluding costs associated with the Rubbermaid and Calphalon mergers and certain realignment and other charges of $106.2 million and $27.9 million in 1999 and 1998, respectively, gross income as a percent of net sales was 28.8% in 1999 versus 29.9% in 1998. This decrease in gross margins in 1999 was primarily attributable to promotional commitments made prior to the Rubbermaid merger, which affected first half 1999 results at Rubbermaid Home Products, higher than expected resin and other material costs, which affected second half 1999 results, and operating inefficiencies at certain glassware and window treatments facilities.

Selling, general and administrative expenses ("SG&A") in 1999 were 17.2% of net sales or $1,104.5 million versus 15.7% or $967.9 million in 1998. Excluding costs associated with the Rubbermaid and Calphalon mergers and certain realignment and other charges of $178.8 million and $23.6 million in 1999 and 1998, respectively, SG&A as a percent

of net sales was 14.4% or $925.7 million versus 15.2% or $944.3 million in 1998. This decrease in SG&A expenses is primarily due to SG&A savings as a result of integrating Rubbermaid into Newell.

The Company recorded restructuring charges of $246.4 million in 1999 and $115.2 million in 1998. See note 3 to the consolidated financial statements for a review of the charges.

Goodwill amortization and other as a percentage of net sales was 0.8% in 1999 and 0.9% in 1998. Excluding charges of $15.0 million in 1998 (which included write-offs of intangible assets), goodwill amortization and other was 0.7% of net sales.

Operating income in 1999 was 5.4% of net sales or $343.6 million versus 11.0% or $680.3 million in 1998. Excluding charges as discussed above of $531.4 million in 1999 and $181.7 million 1998, operating income was $875.0 million or 13.6% in 1999 versus $862.0 million or 13.9% in 1998.

Other nonoperating expenses in 1999 were 1.8% of net sales or $112.7 million versus other nonoperating income of 2.2% or $136.6 million in 1998. The $249.3 million difference was due primarily to a 1998 net pre-tax gain of $191.5 million on the sale of the Company's stake in The Black & Decker Corporation and 1998 net pre-tax gains of $59.8

million on the sales of Stuart Hall, Newell Plastics and Decora. This was offset partially by $3.7 million of Rubbermaid merger transaction costs in 1998.

For 1999 and 1998, the effective tax rates were 58.7% and 41.0%, respectively. The increase in 1999 was primarily due to nondeductible transaction costs related to the Rubbermaid merger. See note 12 to the consolidated financial statements for an explanation of the effective tax rate.

Net income for 1999 was $95.4 million, representing a decrease of $386.4 million or 80.2% from 1998. Basic earnings per share in 1999 decreased 80.2% to $0.34 versus $1.72 in 1998; diluted earnings per share in 1999 decreased 80.0% to $0.34 versus $1.70 in 1998. Excluding 1999 pre-tax charges of $531.4 million ($369.6 million after taxes) as discussed above, net income in 1999 was $465.0 million. Excluding 1998 pre-tax charges of $185.4 million ($119.4 million after taxes), the net pre-tax gain on the sale of Black & Decker common stock of $191.5 million ($116.8 million after taxes) and net pre-tax gains of $59.8 million ($15.1 million after taxes) on the sales of businesses as discussed above, net income in 1998 was $469.3 million.

1998 vs. 1997

Net sales for 1998 were $6,183.7 million, representing an increase of $542.3 million or 9.6% from $5,641.4 million in 1997. Net sales for

each of the Company's segments (and the primary reasons for the year-to-year changes) were as follows, in millions:

YEAR ENDED DECEMBER 31,	1998	1997	% Change
Household Products	$3,385.3	$3,199.6	5.8%(1)
Hardware and Home Furnishings	1,758.1	1,484.8	18.4%(2)
Office Products	1,040.3	957.0	8.7%(3)
	$6,183.7	$5,641.4	9.6%

PRIMARY REASONS FOR CHANGES:

(1) Curver (January 1998), Century (May 1998) and Panex (June 1998) acquisitions, offset partially by weak sales performance at Mirro, Rubbermaid Home Products and Little Tikes and the divestitures of Newell Plastics and Decora.

(2) 6% internal growth and Kirsch (May 1997), Swish (March 1998) and Gardinia (August 1998) acquisitions.

(3) 8% internal growth and Rolodex (March 1997) and Rotring (September 1998) acquisitions, offset partially by Stuart Hall divestiture.

Gross income as a percent of net sales in 1998 was 29.5% or $1,822.8 million versus 29.0% or $1,635.5 million in 1997. Excluding costs associated with the 1998 Calphalon acquisition and certain realignment and other charges of $27.9 million, gross income as a percent of net sales was 29.9% in 1998. The increase in gross margins was due to increases in gross margins at several of the Company's core businesses, offset partially by the 1998 acquisitions which had gross margins which were lower than the Company's average. As acquisitions are integrated, the Company's gross margins generally improve.

Selling, general and administrative expenses ("SG&A") in 1998 were 15.7% of net sales or $967.9 million versus 14.9% or $838.9 million in 1997. Excluding costs associated with the 1998 Calphalon acquisition and certain realignment and other charges of $23.6 million, SG&A in 1998 was 15.3% of net sales. Excluding transaction costs of $21.3 million related to the sale of Eldon, SG&A in 1997 was 14.5% of net sales. The increase in SG&A as a percent of net sales was primarily due to increased advertising expenditures at Rubbermaid divisions in addition to the 1998 acquisitions, whose spending levels were higher than the Company's average. As acquisitions are integrated, the Company's SG&A spending levels as a percentage of net sales generally decline.

The Company recorded restructuring charges of $115.2 million in 1998 and $37.2 million in 1997. See note 3 to the consolidated financial statements for a review of the charges.

Trade names and goodwill amortization as a percentage of net sales was less than 1.0% in both 1998 and 1997, excluding charges of $15.0 million in 1998 (which included write-offs of intangible assets) and $81.0 million in 1997 (write-off of impaired assets).

Operating income in 1998 was 11.0% of net sales or $680.3 million versus 11.3% or $639.7 million in 1997. Excluding restructuring charges and costs associated with the 1998 Calphalon acquisition and certain realignment and other charges of $181.7 million as discussed above, operating income in 1998 was $862.0 million or 13.9% of net sales. Excluding restructuring charges, the write-off of impaired assets and transaction costs related to Eldon totaling $139.5 million as discussed above, operating income in 1997 was $779.2 million or 13.8% of net sales. The slight increase in operating margins, net of charges, was primarily due to increases in operating margins at several of the Company's core businesses, offset partially by the 1998 acquisitions, whose operating margins are improving as they are being integrated but operated in 1998 at less than the Company's average operating margins.

Other nonoperating income in 1998 was 2.2% of net sales or $136.6 million versus other nonoperating expenses of 1.7% or $95.1 million in 1997. The $231.7 million difference was due primarily to a net pre-tax gain of $191.5 million on the sale of the Company's stake in The Black & Decker Corporation and pre-tax gains of $59.8 million on the sales of Stuart Hall, Newell Plastics and Decora. These transactions were partially offset by increases in distributions of $25.2 million related to the convertible preferred securities issued by a subsidiary trust in December 1997.

For 1998 and 1997, the effective tax rates were 41.0% and 40.9%, respectively. See note 12 to the consolidated financial statements for an explanation of the effective tax rate.

Net income for 1998 was $481.8 million, representing an increase of $160.2 million or 49.8% from $321.6 million in 1997. Basic earnings per share in 1998 increased 49.6% to $1.72 versus $1.15 in 1997; diluted earnings per share in 1998 increased 49.1% to $1.70 versus $1.14 in 1997. Excluding 1998 pre-tax charges of $185.4 million ($119.4 million after taxes), the net pre-tax gain on the sale of Black & Decker stock of $191.5 million ($116.8 million after taxes) and the net pre-tax gains of $59.8 million on the sales of Stuart Hall, Newell Plastics and Decora ($15.1 million after taxes) as discussed above, net income in 1998 was $469.3 million. Excluding 1997 pre-tax charges of $139.5 million ($103.8 million after taxes) as discussed above, net income was $425.4 million in 1997. The 10.3% increase in net income, excluding the gains and charges noted above, was primarily due to strong shipments at the Company's core Office Products and Hardware and Home Furnishings businesses.

LIQUIDITY AND CAPITAL RESOURCES

Sources

The Company's primary sources of liquidity and capital resources include cash provided from operations and use of available borrowing facilities.

Cash provided by operating activities in 1999 was $554.0 million, representing an increase of $76.6 million from $477.4 million for 1998.

The Company has short-term foreign and domestic committed and uncommitted lines of credit with various banks which are available for short-term financing. Borrowings under the Company's uncommitted lines of credit are subject to discretion of the lender. The Company's lines of credit do not have a material impact on the Company's liquidity. Borrowings under the Company's lines of credit at December 31, 1999 totaled $97.3 million.

During 1997, the Company amended its revolving credit agreement to increase the aggregate borrowing limit to $1,300.0 million. The revolving credit agreement will terminate in August 2002. At December 31, 1999, there were no borrowings under the revolving credit agreement.

In lieu of borrowings under the Company's revolving credit agreement, the Company may issue up to $1,300.0 million of commercial paper. The Company's revolving credit agreement provides the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may only be issued up to the amount available for borrowing under the Company's revolving credit agreement. At December 31, 1999, $718.5 million (principal amount) of commercial paper was outstanding. The entire amount is classified as long-term debt because the total commercial paper is not expected to be repaid in 2000.

The revolving credit agreement permits the Company to borrow funds on a variety of interest rate terms. This agreement requires, among other things, that the Company maintain a certain Total Indebtedness to Total Capital Ratio, as defined in this agreement. As of December 31, 1999, the Company was in compliance with this agreement.

The Company had outstanding at December 31, 1999 a total of $859.5 million (principal amount) of Medium-term notes. The maturities on these notes range from 5 to 30 years at an average interest rate of 6.24%.

A new universal shelf registration statement became effective in July 1999. As of December 31, 1999, $750 million of Company debt and equity securities may be issued under the shelf.

Uses

The Company's primary uses of liquidity and capital resources include acquisitions, dividend payments and capital expenditures.

In 1999, the Company acquired Ateliers 28, Reynolds, McKechnie and Ceanothe and made other minor acquisitions for cash purchase prices totaling $392.5 million. In 1998, the Company acquired Curver, Swish, Century, Panex, Gardinia and Rotring and made other minor acquisitions for cash purchase prices totaling $615.7 million. In 1997, the Company acquired Rolodex and Kirsch and made other minor acquisitions for cash purchase prices totaling $514.2 million. All of these acquisitions were accounted for as purchases and were paid for with proceeds obtained from the issuance of commercial paper, Medium-term notes and notes payable under the Company's lines of credit.

Capital expenditures were $200.1 million, $318.7 million and $249.0 million in 1999, 1998 and 1997, respectively. Aggregate dividends paid during 1999, 1998 and 1997 were $225.8 million, $212.5 million and $193.2 million, respectively.

Retained earnings decreased in 1999 by $130.5 million. In 1998 and 1997, retained earnings increased by $269.3 million and $128.4 million, respectively. The decrease in 1999 versus the increase in 1998 was due primarily to pre-tax charges of $531.4 million ($369.6 million after tax) relating primarily to the Rubbermaid acquisition. The higher increase in 1998 versus the increase in 1997 was primarily due to a pre-tax gain of $191.5 million ($116.8 million after taxes) on the sale of the Black & Decker common stock. The dividend payout ratio to common stockholders in 1999, 1998 and 1997 was 235%, 45% and 61%, respectively (represents the percentage of diluted earnings per share paid in cash to stockholders).

Working capital at December 31, 1999 was $1,108.7 million compared to $1,278.8 million at December 31, 1998 and $1,006.6 million at December 31, 1997. The current ratio at December 31, 1999 was 1.68:1 compared to 2.09:1 at December 31, 1998 and 1.81:1 at December 31, 1997.

Total debt to total capitalization (total debt is net of cash and cash equivalents, and total capitalization includes total debt, company-obligated mandatorily redeemable convertible preferred securities of a subsidiary trust and stockholders' equity) was .33:1 at December 31, 1999, .30:1 at December 31, 1998 and .26:1 at December 31, 1997.

The Company believes that cash provided from operations and available borrowing facilities will continue to provide adequate support for the

cash needs of existing businesses; however, certain events, such as significant acquisitions, could require additional external financing.

Subsequent to December 31, 1999, the Company announced a stock repurchase program of up to $500.0 million of the Company's outstanding common stock. The repurchase program will remain in effect until December 31, 2000 and will be financed through the use of working capital and commercial paper.

LEGAL AND ENVIRONMENTAL MATTERS

The Company is subject to certain legal proceedings and claims, including various environmental matters, that have arisen in the ordinary conduct of its business or have been assumed by the Company when it purchased certain businesses. Such matters are more fully described in note 15 to the Company's consolidated financial statements. Although management of the Company cannot predict the ultimate outcome of these matters with certainty, it believes that their ultimate resolution, including any amounts it may have to pay in excess of amounts reserved, will not have a material effect on the Company's consolidated financial statements.

YEAR 2000 COMPUTER COMPLIANCE

Any computer equipment that uses two digits instead of four to specify the year may be unable to interpret dates beyond the year 1999. This "Year 2000" issue could result in system failures or miscalculations causing disruptions of operations.

The Company experienced no significant Year 2000-related issues to date. The Company plans to continue monitoring its systems and has a response team available in the event that a Year 2000 failure should occur.

As of December 31, 1999, the Company had incurred total expenses of approximately $15.4 million in conjunction with the Year 2000 compliance project. The majority of these expenditures were capitalized since they were associated with purchased software that would have been replaced in the normal course of business.

INTERNATIONAL OPERATIONS

The Company's non-U.S. business is growing at a faster pace than its business in the United States. This growth outside the U.S. has been fueled by recent international acquisitions, primarily in Europe. For the year ended December 31, 1999, the Company's non-U.S. business accounted for approximately 23% of net sales (see note 14 to the consolidated financial statements). Growth of both U.S. and non-U.S. businesses is shown below:

YEAR ENDED DECEMBER 31,	1999	1998	% CHANGE
(In millions)			
Net sales:			
- U.S.	$4,921.4	$4,825.4	2.0%
- Non-U.S.	1,491.7	1,358.3	9.8
	$6,413.1	$6,183.7	3.7%

YEAR ENDED DECEMBER 31,	1998	1997	% CHANGE
(In millions)			
Net sales:			
- U.S.	$4,825.4	$4,769.5	1.2%
- Non-U.S.	1,358.3	871.9	55.8
	$6,183.7	$5,641.4	9.6%

MARKET RISK

The Company's market risk is impacted by changes in interest rates, foreign currency exchange rates, and certain commodity prices. Pursuant to the Company's policies, natural hedging techniques and derivative financial instruments may be utilized to reduce the impact of adverse changes in market prices. The Company does not hold or issue derivative instruments for trading purposes.

The Company's primary market risk is interest rate exposure, primarily in the United States. The Company manages interest rate exposure through its conservative debt ratio target and its mix of fixed and floating rate debt. Interest rate exposure was reduced significantly in 1997 from the issuance of $500.0 million 5.25% Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust, the proceeds of which reduced commercial paper. Interest rate swaps may be used to adjust interest rate exposures when appropriate based on market conditions, and, for qualifying hedges, the interest differential of swaps is included in interest expense.

The Company's foreign exchange risk management policy emphasizes hedging anticipated intercompany and third-party commercial transaction exposures of one year duration or less. The Company focuses on natural hedging techniques of the following form:

* offsetting or netting of like foreign currency cash flows,

* structuring foreign subsidiary balance sheets with appropriate levels of debt to reduce subsidiary net investments and subsidiary cash flows subject to conversion risk,

* converting excess foreign currency deposits into U.S. dollars or the relevant functional currency and

* avoidance of risk by denominating contracts in the appropriate functional currency.

In addition, the Company utilizes forward contracts and purchased options to hedge commercial and intercompany transactions. Gains and losses related to qualifying hedges of commercial and intercompany transactions are deferred and included in the basis of the underlying transactions. Derivatives used to hedge intercompany loans are marked to market with the corresponding gains or losses included in the consolidated statements of income.

Due to the diversity of its product lines, the Company does not have material sensitivity to any one commodity. The Company manages commodity price exposures primarily through the duration and terms of its vendor contracts.

The amounts shown below represent the estimated potential economic loss that the Company could incur from adverse changes in either interest rates or foreign exchange rates using the value-at-risk estimation model. The value-at-risk model uses historical foreign exchange rates and interest rates to estimate the volatility and correlation of these rates in future periods. It estimates a loss in fair market value using statistical modeling techniques and including substantially all market risk exposures (specifically excluding equity-method investments). The fair value losses shown in the table below have no impact on results of operations or financial condition as they represent economic not financial losses.

	AMOUNT	TIME PERIOD	CONFIDENCE LEVEL
(In millions)			
Interest rates	$3.5	1 day	95%
Foreign exchange	$5.2	1 day	95%

The 95% confidence interval signifies the Company's degree of confidence that actual losses would not exceed the estimated losses shown above. The amounts shown here disregard the possibility that interest rates and foreign currency exchange rates could move in the Company's favor. The value-at-risk model assumes that all movements in these rates will be adverse. Actual experience has shown that gains and losses tend to offset each other over time, and it is highly unlikely that the Company could experience losses such as these over an extended period of time. These amounts should not be considered projections of future losses, since actual results may differ significantly depending upon activity in the global financial markets.

EURO CURRENCY CONVERSION

On January 1, 1999, the "Euro" became the common legal currency for 11 of the 15 member countries of the European Union. On that date, the participating countries fixed conversion rates between their exiting sovereign currencies ("legacy currencies") and the Euro. On January 4, 1999, the Euro began trading on currency exchanges and became available for non-cash transactions, if the parties elect to use it. The legacy currencies will remain legal tender through December 31, 2001. Beginning January 1, 2002, participating countries will introduce Euro-denominated bills and coins, and effective July 1, 2002, legacy currencies will no longer be legal tender.

After the dual currency phase, all businesses in participating countries must conduct all transactions in the Euro and must convert their financial records and reports to be Euro-based. The Company has commenced an internal analysis of the Euro conversion process to prepare its information technology systems for the conversion and analyze related risks and issues, such as the benefit of the decreased exchange rate risk in cross-border transactions involving participating countries and the impact of increased price transparency on cross-border competition in these countries.

The Company believes that the Euro conversion process will not have a material impact on the Company's businesses or financial condition on a consolidated basis.

FORWARD-LOOKING STATEMENTS

Forward-looking statements in this Report are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may relate to, but are not limited to, such matters as sales, income, earnings per share, return on equity, capital expenditures, dividends, capital structure, free cash flow, debt to capitalization ratios, interest rates, internal growth rates, the Euro conversion plan and related risks, the Year 2000 plan and related risks, legal proceedings and claims (including environmental matters), future economic performance, management's plans, goals and objectives for future operations and growth or the assumptions relating to any of the forward-looking information. The Company cautions that forward-looking statements are not guarantees since there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. Factors that could cause actual results to differ include, but are not limited to, those matters set forth in this Report and Exhibit 99 of this Report.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The information required by this item is incorporated herein by reference to the section entitled "Market Risk" in the Company's Management's Discussion and Analysis of Results of Operations and Financial Condition (Part II, Item 7).

Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Stockholders of Newell Rubbermaid Inc.:

We have audited the accompanying consolidated balance sheets of Newell Rubbermaid Inc. (a Delaware corporation) and subsidiaries as of December 31, 1999, 1998 and 1997, and the related consolidated statements of income, stockholders' equity and comprehensive income and cash flows for each of the three years in the period ended December 31, 1999. We did not audit the financial statements of Rubbermaid Incorporated for the two years in the period ended December 31, 1998. Rubbermaid was acquired on March 24, 1999 in a transaction accounted for as a pooling of interests, as discussed in note 1 to the consolidated financial statements. Such statements are included in the consolidated financial statements of Newell Rubbermaid Inc. and subsidiaries and reflect total assets and total revenues of 34 percent and 40 percent, respectively, in 1998 and 33 percent and 41 percent, respectively, in 1997 of the related consolidated totals. These statements were audited by other auditors whose report has been furnished to us and our opinion, insofar as it relates to the amounts included for Rubbermaid Incorporated, is based solely upon the report of the other auditors. These consolidated financial statements and the schedule referred to below are the responsibility of Newell Rubbermaid Inc.'s management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the report of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the financial position of Newell Rubbermaid Inc. and subsidiaries as of December 31, 1999, 1998 and 1997, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1999, in conformity with accounting principles generally accepted in the United States.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedule listed in Part IV Item 14(a)(2) of this Form 10-K is presented for the purposes of complying with the Securities and Exchange Commission's rules and is not a required part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin,
January 26, 2000

INDEPENDENT AUDITORS' REPORT

Shareholders and Board of Directors
Rubbermaid Incorporated:

We have audited the consolidated balance sheets of Rubbermaid Incorporated and subsidiaries (the Company) as of January 1, 1999 and December 31, 1997, and the related consolidated statements of earnings, shareholders' equity and comprehensive income, and cash flows for each of the years in the two-year period ended January 1, 1999 (the consolidated financial statements are not included herein). These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Rubbermaid Incorporated and subsidiaries as of January 1, 1999 and December 31, 1997, and the results of their operations and their cash flows for each of the years in the two-year period ended January 1, 1999, in conformity with generally accepted accounting principles.

KPMG LLP

Cleveland, Ohio
February 5, 1999, except as to note 15,
which is as of March 24, 1999

CONSOLIDATED STATEMENTS OF INCOME	1999	1998	1997
Year Ended December 31,			
(In thousands, except per share data)			
Net sales	$ 6,413,074	$ 6,183,674	$5,641,441
Cost of products sold	4,671,875	4,360,860	4,005,958
Gross Income	1,741,199	1,822,814	1,635,483
Selling, general and administrative expenses	1,104,491	967,916	838,877
Restructuring costs	246,381	115,154	37,200
Goodwill amortization and other	46,722	59,405	119,743
Operating Income	343,605	680,339	639,663
Nonoperating (income) expenses:			
Interest expense	100,021	100,514	114,357
Other, net	12,645	(237,148)	(19,284)
Net Nonoperating (Income) Expenses	112,666	(136,634)	95,073
Income Before Income Taxes	230,939	816,973	544,590
Income taxes	135,502	335,139	222,973
Net Income	$ 95,437	$ 481,834	$ 321,617
Earnings per share			
Basic	$0.34	$1.72	$1.15
Diluted	$0.34	$1.70	$1.14

CONSOLIDATED STATEMENTS OF CASH FLOWS

Year Ended December 31,	1999	1998	1997

(in thousands)

OPERATING ACTIVITIES			
Net income	$ 95,437	$ 481,834	$ 321,617
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	271,731	263,804	247,827
Deferred income taxes	(9,600)	81,734	68,482
Net gains on:			
Marketable equity securities	700	(116,800)	(1,723)
Sales of businesses	-	(24,529)	-
Write-off of assets	-	4,288	83,365
Non-cash restructuring charges	100,924	45,800	16,000
Other	51,748	24,075	27,597
Changes in current accounts, excluding the effects of acquisitions:			
Accounts receivable	(16,137)	39,619	44,250
Inventories	52,662	(37,142)	2,388
Other current assets	(41,793)	(29,906)	(30,444)
Accounts payable	14,617	(72,020)	(8,249)
Accrued liabilities and other	33,662	(183,367)	(137,989)
NET CASH PROVIDED BY OPERATING ACTIVITIES	553,951	477,390	633,121
INVESTING ACTIVITIES			
Acquisitions, net	(345,934)	(654,591)	(467,473)
Expenditures for property, plant and equipment	(200,066)	(318,731)	(249,042)
Purchase of marketable equity securities	-	(26,056)	-
Sales of businesses, net of taxes paid	-	224,487	-
Sales of marketable securities, net of taxes paid	14,328	303,869	6,389
Disposals of non-current assets and other	720	9,773	6,921
NET CASH USED IN INVESTING ACTIVITIES			
FINANCING ACTIVITIES	(530,952)	(461,249)	(703,205)
Proceeds from issuance of debt	803,298	676,759	158,518
Proceeds from the issuance of company-obligated mandatorily redeemable convertible preferred	-	-	500,000
Proceeds from exercised stock options and other	27,411	4,089	6,202
Payments on notes payable and long-term debt	(608,573)	(546,603)	(277,870)
Redemption of stock	-	-	(3,177)
Cash dividends	(225,774)	(212,486)	(193,220)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(3,638)	(78,241)	190,453
Exchange rate effect on cash	(3,751)	(1,477)	(2,200)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	15,610	(63,577)	118,169

Cash and cash equivalents at beginning of year	86,554	150,131	31,962
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 102,164	$86,554	$150,131
Supplemental cash flow disclosures -			
Cash paid during the year for:			
Income taxes	$201,558	$280,902	$198,102
Interest	124,786	103,831	102,677

See notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

December 31,	1999	1998	1997
(In thousands)			
ASSETS			
Current Assets			
Cash and cash equivalents	$ 102,164	$ 86,554	$ 150,131
Accounts receivable, net	1,178,423	1,078,530	935,657
Inventories, net	1,034,794	1,033,488	902,978
Deferred income taxes	250,587	108,192	157,132
Prepaid expenses and other	172,601	143,885	103,181
Total Current Assets	2,738,569	2,450,649	2,249,079
Marketable Equity Securities	10,799	19,317	307,121
Other Long-Term Investments	65,905	57,967	51,020
Other Assets	335,699	267,073	240,573
Property, Plant and Equipment, Net	1,548,191	1,627,090	1,410,522
Trade Names and Goodwill, Net	2,024,925	1,867,059	1,516,933
Total Assets	$ 6,724,088	$6,289,155	$5,775,248
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities			
Notes payable	$97,291	$94,634	$226,642
Accounts payable	376,596	322,080	299,351
Accrued compensation	113,373	110,471	107,767
Other accrued liabilities	892,481	610,618	524,658
Income taxes	-	26,744	52,478
Current portion of long-term debt	150,142	7,334	31,559
TOTAL CURRENT LIABILITIES	1,629,883	1,171,881	1,242,455
Long-Term Debt	1,455,779	1,393,865	989,694
Other Non-Current Liabilities	354,107	374,293	332,278
Deferred Income Taxes	85,655	4,527	41,052
Minority Interest	1,658	857	8,352
Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust	500,000	500,000	500,000
Stockholders' Equity			
Common Stock ($1 par value) - Authorized shares: 1999 - 800.0 million; 1998 - 400.0 million; 1997 - 400.0 million; Outstanding shares: 1999 - 282.0 million; 1998 - 281.7 million; 1997 - 281.3 million	282,026	281,747	281,338
Additional paid-in capital	210,352	183,102	164,842
Retained earnings	2,334,609	2,465,064	2,195,716
Accumulated other comprehensive income	(129,981)	(86,181)	19,521
TOTAL STOCKHOLDERS' EQUITY	2,697,006	2,843,732	2,661,417
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$6,724,088	$6,289,155	$5,775,248

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME

	Common Stock	Additional Paid-In Capital(1)	Retained Earnings	Accumulated Other Comprehensive Income	Current Year Comprehensive Income
(In thousands, except per share data)					
Balance at December 31, 1996	$ 280,973	$161,855	$2,067,319	$3,575	
Net income			321,617		$ 321,617
Other comprehensive income:					
Unrealized gain on securities available for sale, net of $29.2 million tax				42,244	42,244
Foreign currency translation adjustments				(26,298)	(26,298)
Total comprehensive income					$ 337,563
Cash dividends:					
Common stock $.70 per share			(193,220)		
Common stock repurchased		(2,575)			
Exercise of stock options	365	6,164			
Other		(602)			
BALANCE AT DECEMBER 31, 1997	281,338	164,842	2,195,716	19,521	
Net income			481,834		$ 481,834
Other comprehensive income:					
Unrealized gain on securities available for sale, net of $23.5 million tax				33,850	33,850

Reclassification adjustment for gains realized in net income, net of $74.7 million tax				(116,800)	(116,800)
Foreign currency translation adjustments				(22,752)	(22,752)
Total comprehensive income					$ 376,132
Cash dividends:					
Common stock $.76 per share			(212,486)		
Exercise of stock options	409	22,890			
Other		(4,630)			
BALANCE AT DECEMBER 31, 1998	281,747	183,102	2,465,064	(86,181)	
Net income			95,437		$ 95,437
Other comprehensive income:					
Unrealized gain on securities available for sale, net of $2.3 million tax				3,545	3,545
Reclassification adjustment for losses realized in net income, net of $0.4 million tax				700	700

Foreign currency translation adjustments				(48,045)	(48,045)
Total comprehensive income					$ 51,637
Cash dividends:					
Common stock $.80 per share			(225,774)		
Exercise of stock options	279	24,015			
Other		3,235	(118)		
BALANCE AT DECEMBER 31, 1999	$282,026	$ 210,352	$ 2,334,609	$ (129,981)	

(1) Net of treasury stock (at cost) of $2,760, $21,607 and $34,667 as of December 31, 1999, 1998 and 1997, respectively.

See notes to consolidated financial statements.

1. SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION: The consolidated financial statements include the accounts of Newell Rubbermaid Inc. and its majority owned subsidiaries (the "Company") after elimination of intercompany accounts and transactions.

On March 24, 1999, Newell Co. ("Newell") completed a merger with Rubbermaid Incorporated ("Rubbermaid") in which Rubbermaid became a wholly owned subsidiary of Newell. Simultaneously with the consummation of the merger, Newell changed its name to Newell Rubbermaid Inc. The merger was accounted for as a pooling of interests and the financial statements have been restated to retroactively combine Rubbermaid's financial statements with those of Newell as if the merger had occurred at the beginning of the earliest period presented.

USE OF ESTIMATES: The preparation of these financial statements required the use of certain estimates by management in determining the Company's assets, liabilities, revenue and expenses and related disclosures. Actual results could differ from those estimates.

REVENUE RECOGNITION: Sales of merchandise are recognized upon shipment to customers.

DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS: The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

LONG-TERM DEBT: The fair value of the Company's long-term debt issued under the Medium-term note program is estimated based on quoted market prices which approximate cost. All other significant long-term debt is pursuant to floating rate instruments whose carrying amounts approximate fair value.

COMPANY-OBLIGATED MANDATORILY REDEEMABLE CONVERTIBLE PREFERRED SECURITIES OF A SUBSIDIARY TRUST: The fair value of the $500.0 million Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust was $381.9 million at December 31, 1999 based on quoted market prices.

CASH AND CASH EQUIVALENTS: Cash and highly liquid short-term investments having a maturity of three years or less.

ALLOWANCES FOR DOUBTFUL ACCOUNTS: Allowances for doubtful accounts at December 31 totaled $41.9 million in 1999, $34.2 million in 1998 and $30.1 million in 1997.

INVENTORIES: Inventories are stated at the lower of cost or market value. Cost of certain domestic inventories (approximately 72%, 72% and 81% of total inventories at December 31, 1999, 1998 and 1997, respectively) was determined by the "last-in, first-out" ("LIFO")

method; for the balance, cost was determined using the "first-in, first-out" ("FIFO") method. If the FIFO inventory valuation method had been used exclusively, inventories would have increased by $11.4 million, $14.2 million and $44.5 million at December 31, 1999, 1998 and 1997, respectively.

The components of inventories, net of the LIFO reserve, were as follows:

DECEMBER 31, (In millions)	1999	1998	1997
Materials and supplies	$ 240.0	$ 223.8	$202.2
Work in process	149.5	137.2	117.7
Finished products	645.3	672.5	583.1
	$1,034.8	$1,033.5	$903.0

Inventory reserves (excluding LIFO reserves) at December 31 totaled $119.4 million in 1999, $113.8 million in 1998 and $119.2 million in 1997.

OTHER LONG-TERM INVESTMENTS: The Company has a 49% ownership interest in American Tool Companies, Inc., a manufacturer of hand tools and power tool accessory products marketed primarily under the Vise-Grip{R} and Irwin{R} trademarks. This investment is accounted for on the equity method with a net investment of $65.9 million at December 31, 1999.

LONG-TERM MARKETABLE EQUITY SECURITIES: Long-term Marketable Equity Securities classified as available for sale are carried at fair value with adjustments to fair value reported separately, net of tax, as a component of stockholders' equity (and excluded from earnings). Gains and losses on the sales of Long-term Marketable Equity Securities are based upon the average cost of securities sold. On March 8, 1998, the Company sold 7,862,300 shares it held in The Black & Decker Corporation. The Black & Decker transaction resulted in net proceeds of approximately $378.3 million and a net pre-tax gain, after fees and expenses, of approximately $191.5 million. Long-term Marketable Equity Securities are summarized as follows:

DECEMBER 31,	1999	1998	1997
(In millions)			
Aggregate market value	$10.8	$19.3	$307.1
Aggregate cost	10.6	26.0	176.8
Unrealized pre-tax gain (loss)	$ 0.2	$(6.7)	$130.3

PROPERTY, PLANT AND EQUIPMENT: Property, plant and equipment consisted of the following:

DECEMBER 31,	1999	1998	1997
(In millions)			
Land	$ 63.4	$ 62.1	$ 63.8
Buildings and improvements	691.3	721.9	578.4
Machinery and equipment	2,200.7	2,166.9	1,873.1
	2,955.4	2,950.9	2,515.3
Allowance for Depreciation	(1,407.2)	(1,323.8)	(1,104.8)
	$ 1,548.2	$ 1,627.1	$ 1,410.5

Replacements and improvements are capitalized. Expenditures for maintenance and repairs are charged to expense. The components of depreciation are provided by annual charges to income calculated to amortize, principally on the straight-line basis, the cost of the depreciable assets over their depreciable lives. Estimated useful lives determined by the Company are: buildings and improvements (5-40 years) and machinery and equipment (2-15 years).

TRADE NAMES AND GOODWILL: The cost of trade names and goodwill represents the excess of cost over identifiable net assets of businesses acquired. The Company does not allocate such excess cost to trade names separate from goodwill. In addition, the Company may allocate excess cost to other identifiable intangible assets and record such intangible assets in Other Assets (long-term). Trade names and goodwill are amortized over 40 years and other identifiable intangible assets are amortized over 5 to 40 years. Trade names and goodwill and other identifiable intangible assets, respectively, consisted of the following:

NET TRADE NAMES AND GOODWILL

DECEMBER 31,	1999	1998	1997
(In millions)			
Cost	$ 2,270.5	$ 2,068.7	$ 1,669.3
Accumulated amortization	(245.6)	(201.6)	(152.4)
	$ 2,024.9	$ 1,867.1	$ 1,516.9

NET OTHER IDENTIFIABLE INTANGIBLE ASSETS(1)

DECEMBER 31,	1999	1998	1997
(In millions)			
Cost	$ 93.0	$ 131.2	$ 118.6
Accumulated amortization	(34.3)	(37.6)	(37.9)
	$ 58.7	$ 93.6	$ 80.7

(1) Recorded in Other Assets

LONG-LIVED ASSETS: Subsequent to an acquisition, the Company periodically evaluates whether later events and circumstances have occurred that indicate the remaining estimated useful life of long-lived assets may warrant revision or that the remaining balance of long-lived assets may not be recoverable. If factors indicate that long-lived assets should be evaluated for possible impairment, the Company would use an estimate of the relevant business' undiscounted net cash flow over the remaining life of the long-lived assets in measuring whether the carrying value is recoverable. An impairment loss would be measured by reducing the carrying value to fair value, based on a discounted cash flow analysis.

ACCRUED LIABILITIES: Accrued Liabilities included the following:

DECEMBER 31,	1999	1998	1997
(In millions)			
Customer accruals	$ 296.6	$ 190.2	$ 167.6
Accrued self-insurance liability	92.0	80.2	53.8

Customer accruals are promotional allowances and rebates given to customers in exchange for their selling efforts. The self-insurance accrual is primarily for workers' compensation and product liability and is estimated based upon historical claim experience.

FOREIGN CURRENCY TRANSLATION: Foreign currency balance sheet accounts are translated into U.S. dollars at the rates of exchange in effect at fiscal year end. Income and expenses are translated at the average rates of exchange in effect during the year. The related translation adjustments are made directly to a separate component of stockholders' equity. International subsidiaries operating in highly inflationary economies translate non-monetary assets at historical rates, while net monetary assets are translated at current rates, with the resulting translation adjustment included in net income as other nonoperating (income) expenses. Foreign currency transaction gains and losses were immaterial in 1999, 1998 and 1997.

ADVERTISING COSTS: The company expenses advertising costs as incurred, including cooperative advertising programs with customers. Total advertising expense was $305.2 million, $281.5 million and $239.1 million for 1999, 1998 and 1997, respectively. Cooperative advertising is recorded in the financial statements as a reduction of sales because it is viewed as part of the negotiated price of its products. All other advertising costs are charged to selling, general and administrative expenses.

RESEARCH AND DEVELOPMENT COSTS: Research and development costs relating to both future and present products are charged to selling, general and administrative expenses as incurred. These costs aggregated $49.9 million, $44.5 million and $41.2 million in 1999, 1998 and 1997, respectively.

EARNINGS PER SHARE: The earnings per share amounts are computed based on the weighted average monthly number of shares outstanding during the year. "Basic" earnings per share is calculated by dividing net income by weighted average shares outstanding. "Diluted" earnings per share is calculated by dividing net income by weighted average shares outstanding, including the assumption of the exercise and/or conversion of all potentially dilutive securities ("in the money" stock options and company-obligated mandatorily redeemable convertible preferred securities of a subsidiary trust.)

A reconciliation of the difference between basic and diluted earnings per share for the years ended December 31, 1999, 1998 and 1997, respectively, is shown below:

1999 (In millions, except per share data)	Basic Method	"In the Money" Stock Options(1)	Preferred Securities(1)	Convertible Diluted Method(1)
Net Income	$95.4	-	-	$95.4
Weighted average share outstanding	281.8	-	-	281.8
Earnings per share	$0.34	-	-	$0.34

(1) Diluted earnings per share for 1999 exclude the impact of "in the money" stock options and convertible preferred securities because they are anti-dilutive.

1998 (In millions, except per share data)	Basic Method	"In the Money" Stock Options	Preferred Securities	Convertible Diluted Method
Net Income	$481.8	-	$15.7	$497.5
Weighted average share outstanding	280.7	1.3	9.9	291.9
Earnings per share	$1.72	-	-	$1.70

1997 (In millions, except per share data)	Basic Method	"In the Money" Stock Options	Preferred Securities	Convertible Diluted Method
Net Income	$321.6	-	$0.8	$322.4
Weighted average share outstanding	280.3	0.9	0.5	281.7
Earnings per share	$1.15	-	-	$1.14

COMPREHENSIVE INCOME: In 1998, the Company adopted Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income," which requires companies to report all changes in equity during a period, except those resulting from investment by owners and distribution to owners, in a financial statement for the period in which they are recognized. Comprehensive Income and Accumulated Other Comprehensive Income encompasses net income, net after-tax unrealized gains on securities available for sale and foreign currency translation adjustments in the Consolidated Statements of Stockholders' Equity and Comprehensive Income.

The following table displays the components of Accumulated Other Comprehensive Income:

(In millions)	Unrealized Gains/(Losses) on Securities	Foreign Currency Translation	Accumulated Other Comprehensive Income
Balance at Dec. 31, 1996	$36.6	$(33.0)	$ 3.6
Current year change	42.2	(26.3)	15.9
Balance at Dec. 31, 1997	78.8	(59.3)	19.5
Current year change	(82.9)	(22.8)	(105.7)
Balance at Dec. 31, 1998	(4.1)	(82.1)	(86.2)
Current year change	4.2	(48.0)	(43.8)
Balance at Dec. 31, 1999	$ 0.1	$(130.1)	$(130.0)

NEW ACCOUNTING PRONOUNCEMENTS: Effective January 1, 2001, the Company will adopt SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." Management believes that the adoption of this statement will not be material to the consolidated financial statements.

Reclassifications: Certain 1998 and 1997 amounts have been reclassified to conform with the 1999 presentation.

2. ACQUISITIONS OF BUSINESSES

1997

On March 5, 1997, the Company purchased Insilco Corporation's Rolodex business unit ("Rolodex"), a marketer of office products including card files, personal organizers and paper punches. Rolodex was integrated into the Company's Newell Office Products division.

On May 30, 1997, the Company acquired Cooper Industries Incorporated's Kirsch business ("Kirsch"), a manufacturer and distributor of drapery hardware and custom window coverings in the United States and international markets. The Kirsch North American operations were combined with the Newell Window Furnishings and Levolor Home Fashions divisions. The European operations of Kirsch exist as a separate division called Newell Window Fashions Europe.

For these and for other minor acquisitions, the Company paid $514.2 million in cash and assumed $4.3 million of debt. The transactions were accounted for as purchases; therefore, results of operations are included in the accompanying consolidated financial statements since their respective dates of acquisition. The acquisition costs were allocated to the fair market value of the assets acquired and liabilities assumed and resulted in trade names and goodwill of approximately $351.3 million.

1998

On January 21, 1998, the Company acquired Curver Consumer Products ("Curver"). Curver is a manufacturer and marketer of plastic housewares in Europe. Curver operates as part of Rubbermaid Europe.

On March 27, 1998, the Company acquired Swish Track and Pole ("Swish") from Newmond PLC. Swish is a manufacturer and marketer of decorative and functional window furnishings in Europe and operates as part of Newell Window Fashions Europe.

On May 19, 1998, the Company acquired certain assets of Century Products ("Century"). Century is a manufacturer and marketer of infant

products such as car seats, strollers and infant carriers and operates as part of the Graco/Century division.

On June 30, 1998, the Company purchased Panex S.A. Industria e Comercio ("Panex"), a manufacturer and marketer of aluminum cookware products based in Brazil. Panex operates as part of the Mirro division.

On August 31, 1998, the Company purchased the Gardinia Group ("Gardinia"), a manufacturer and supplier of window treatments based in Germany. Gardinia operates as part of Newell Window Fashions Europe.

On September 30, 1998, the Company purchased the Rotring Group ("Rotring"), a manufacturer and supplier of writing instruments, drawing instruments, art materials and color cosmetic products based in Germany. The writing and drawing instruments portion of Rotring operates as part of the Sanford International division. The art materials portion of Rotring operates as part of the Sanford North America division. The color cosmetic products portion of Rotring operates as a separate U.S. division, Cosmolab.

For these and for other minor acquisitions, the Company paid $615.7 million in cash and assumed $99.5 million of debt. The transactions were accounted for as purchases; therefore, results of operations are included in the accompanying consolidated financial statements since their respective dates of acquisition. The acquisition costs were allocated on a preliminary basis to the fair market value of the assets acquired and liabilities assumed and resulted in trade names and goodwill of approximately $387.1 million.

The Company began to formulate an integration plan for these acquisitions as of their respective acquisition dates.

The integration plan for Curver was finalized during the first quarter of 1999 and resulted in no integration liabilities included in the purchase price. The Company's integration plans combined Curver into Rubbermaid Europe. The integration plans for Century and Panex were finalized during the second quarter of 1999 and resulted in total integration liabilities of $3.7 million for exit costs and employee terminations. The Company's integration plans combined Century into Graco and Panex into Mirro. The integration plans for Gardinia and Rotring were finalized during the third quarter of 1999 and resulted in total integration liabilities of $80.1 million for exit costs and employee terminations. The Company's integration plans combined Gardinia into Newell Window Fashions Europe and Rotring into Sanford International and Sanford North America.

1999

On April 2, 1999, the Company purchased Ateliers 28 ("Ateliers"), a manufacturer and marketer of decorative and functional drapery hardware in Europe. Ateliers operates as part of Newell Window Fashions Europe.

On October 18, 1999, the Company purchased a controlling interest in Reynolds S.A. ("Reynolds"), a manufacturer and marketer of writing instruments in Europe. Reynolds operates as part of the Sanford International division. As of December 31, 1999, the Company owns 100% of Reynolds.

On October 29, 1999, the Company acquired the consumer products division of McKechnie plc ("McKechnie"), a manufacturer and marketer of drapery hardware and window furnishings, shelving and storage products, cabinet hardware and functional trims. The drapery hardware and window furnishings portion of McKechnie is operated as part of Newell Window Fashions Europe. The remaining portion of McKechnie operates as a separate European division, Newell Hardware Europe.

On December 29, 1999, the Company acquired Ceanothe Holding ("Ceanothe"), a manufacturer of picture frames and photo albums in Europe. Ceanothe operates as a separate European division, Newell Frames and Albums Europe.

For these and for other minor acquisitions, the Company paid $392.5 million in cash and assumed $56.4 million of debt. The transactions were accounted for as purchases; therefore, results of operations are included in the accompanying consolidated financial statements since their respective dates of acquisition. The acquisition costs were allocated on a preliminary basis to the fair market value of the assets acquired and liabilities assumed and resulted in trade names and goodwill of approximately $251.8 million.

The Company's finalized integration plans may include exit costs for certain plants and product lines and employee terminations associated with the integration of Ateliers into Newell Window Fashions Europe, Reynolds into Sanford International, McKechnie into Newell Window Fashions Europe and Newell Hardware Europe, and Ceanothe into Newell Frames and Albums Europe. The final adjustments to the purchase price allocations are not expected to be material to the consolidated financial statements.

The unaudited consolidated results of operations for the year ended December 31, 1999 and 1998 on a pro forma basis, as though the Curver, Swish, Century, Panex, Gardinia, Rotring, Ateliers, Reynolds, McKechnie and Ceanothe businesses had been acquired on January 1, 1998, are as follows:

YEAR ENDED DECEMBER 31,	1999	1998
(In millions, except per share amounts)		

Net sales	$6,701.1	$6,961.5
Net income	98.2	477.9
Earnings per share (basic)	$ 0.35	$ 1.70

MERGERS

On May 7, 1998, a subsidiary of the Company merged with Calphalon Corporation ("Calphalon"), a manufacturer and marketer of gourmet cookware. The Company issued approximately 3.1 million shares of common stock for all of the common stock of Calphalon. This transaction was accounted for as a pooling of interests; therefore, prior financial statements were restated to reflect this merger. Calphalon now operates as its own division.

On March 24, 1999, the Company completed the Rubbermaid merger. The merger qualified as a tax-free exchange and was accounted for as a pooling of interests. Newell issued .7883 Newell Rubbermaid shares for each outstanding share of Rubbermaid common stock. A total of 119.0 million shares (adjusted for fractional and dissenting shares) of the Company's common stock were issued as a result of the merger, and Rubbermaid's outstanding stock options were converted into options to purchase approximately 2.5 million Newell Rubbermaid common shares.

No adjustments were made to the net assets of the combining companies to adopt conforming accounting practices or fiscal years other than adjustments to eliminate the accounting effects related to Newell's purchase of Rubbermaid's office products business ("Eldon") in 1997. Because the Newell Rubbermaid merger was accounted for as a pooling of interests, the accounting effects of Newell's purchase of Eldon have been eliminated as if Newell had always owned it.

The following table presents a reconciliation of net sales and net income (loss) for Newell, Rubbermaid and Calphalon individually to those presented in the accompanying consolidated financial statements:

YEAR ENDED DECEMBER 31,	1999	1998	1997
(In millions, except per share amounts)			
Net sales			
Newell	$3,881.0	$3,613.5	$3,234.3
Rubbermaid	2,408.1	2,463.6	2,305.2
Calphalon	124.0	106.6	101.9
	$6,413.1	$6,183.7	$5,641.4

Net income (loss):			
Newell	$ 273.1	$ 405.9	$ 279.0
Rubbermaid	(189.8)	82.9	39.9
Calphalon	12.1	(7.0)	2.7
	$ 95.4	$ 481.8	$ 321.6

DIVESTITURES

On April 29, 1998, the Company sold its Decora decorative coverings product line. On August 21, 1998, the Company sold its Stuart Hall school supplies and stationery business. On September 9, 1998, the Company sold its Newell Plastics plastic storage and serveware business. The pre-tax net gain on the sales of these businesses was $59.8 million, which was primarily offset by non-deductible goodwill, resulting in a net after-tax gain of $15.1 million. Sales for these businesses prior to their divestitures were approximately $131 million in 1998 and $229 million in 1997.

3. RESTRUCTURING COSTS

1997

During 1997, the Company recorded pre-tax charges of $37.2 million ($22.7 million after taxes) of restructuring costs. These charges included $16.0 million of non-cash charges recorded by Rubbermaid to revise the estimate of costs for their 1995 restructuring program related to impaired fixed assets. As a result of the merger with Rubbermaid, Newell reversed the accounting effects of its acquisition of Rubbermaid's office products business ("Eldon"). The elimination of the accounting effects resulted in the Company recording $21.2 million restructuring charge to reflect costs for plant closure ($1.4 million), product line discontinuance ($15.7 million, including $5.5 million for fixed asset and mold impairments associated with the discontinued product lines and $7.1 million to write-off packaging that could no longer be used in accordance with the asset purchase agreement) and employee termination costs ($4.1 million) related to the integration of Eldon into the Newell Office Products division. These costs had previously been reflected in the purchase price allocation of the business. This restructuring program was completed by December 31, 1998 and no reserves remain.

1998

During January 1998, Rubbermaid announced a series of restructuring initiatives to establish a central global procurement organization and to consolidate, automate and/or relocate its worldwide manufacturing and distribution operations. During 1998, Rubbermaid recorded pre-tax

charges of $115.2 million ($74.9 million after tax). The 1998 restructuring charge included $16.0 million relating to employee severance and termination benefits for approximately 600 sales and administrative employees, $53.4 million for costs to exit business activities at five facilities and $45.8 million to write-down impaired long-lived assets to their fair value. The $53.4 million charge for costs to exit business activities related to exit plans for the closure of a plastics houseware molding and warehouse operation in the State of New York, the closure of a commercial play systems warehouse and manufacturing facility in Australia, the closure of a cleaning products manufacturing operation in North Carolina, the elimination of Rubbermaid's Asia Pacific regional headquarters and the related joint venture in Japan and the closure of a distribution facility in France. The exiting of the operations described above necessitated a revaluation of cash flows related to those operations, resulting in the $45.8 million charge to write-down $26.0 million of fixed assets and $19.8 million of goodwill to fair value. Rubbermaid determined that the future cash flows on an undiscounted basis (before taxes and interest) were not sufficient to cover the carrying value of the long-lived assets affected by those decisions. Management determined the fair value of these assets using discounted cash flows. As of December 31, 1999, no reserves remain for the 1998 restructuring program.

1999

During 1999, the Company recorded pre-tax charges of $246.4 million ($195.7 million after tax), primarily related to the integration of the Rubbermaid businesses into Newell. The charges consist of $39.9 million in merger transaction costs, $101.9 million in employee severance and termination benefit costs and $104.6 million in facility and product line exit costs.

The merger transaction costs relate primarily to investment banking, legal and accounting costs related to the merger between Newell and Rubbermaid. Employee severance and termination benefit costs related to benefits for approximately 750 employees terminated during 1999. Such costs include $80.9 million in termination payments in accordance with employment agreements made to former Rubbermaid executives and $21.0 million in severance and termination costs at Rubbermaid's former headquarters ($5.5 million), Rubbermaid Home Products division ($6.9 million), Rubbermaid Europe division ($4.0 million), Little Tikes division ($2.7 million), Rubbermaid Commercial Products division ($0.7 million) and Newell divisions ($1.2 million). The facility and product line exit costs consist of $72.0 million of impaired Rubbermaid centralized computer software costs, which were abandoned as a result of converting Rubbermaid onto existing Newell centralized computer software, and $32.6 million in exit costs relating to discontinued product lines ($4.8 million), the closure of seven Rubbermaid facilities ($10.2 million), write-off of assets associated with abandoned projects ($10.3 million), write-off of impaired assets ($5.7 million) and other costs ($1.6 million).

As of December 31, 1999, $17.9 million of reserves remain for the 1999 restructuring program. These reserves consist primarily of $6.9 million for exit costs associated with the closure of four facilities, $7.4 million in contractual future maintenance costs on abandoned Rubbermaid computer software, $3.0 million for exit costs associated with discontinued product lines at Little Tikes and $0.6 million for severance and termination benefits. Approximately $145.4 million of the restructuring charges recorded in 1999 have been or will be settled in cash in 2000.

4. CREDIT ARRANGEMENTS

The Company has short-term foreign and domestic committed and uncommitted lines of credit with various banks which are available for short-term financing. Borrowings under the Company's uncommitted lines of credit are subject to discretion of the lender. The Company's lines of credit do not have a material impact on the Company's liquidity. Borrowings under these lines of credit at December 31, 1999 totaled $97.3 million. The following is a summary of borrowings under foreign and domestic lines of credit:

DECEMBER 31,	1999	1998	1997
(In millions)			
Notes payable to banks:			
Outstanding at year-end			
- borrowing	$97.3	$94.6	$226.6
- weighted average interest rate	6.8%	5.8%	5.6%
Average for the year			
- borrowing	$59.1	$144.7	$240.8
- weighted average interest rate	9.9%	6.1%	5.6%
Maximum borrowing outstanding during the year	$97.3	$205.1	$455.7

The Company can also issue commercial paper (as described in note 5 to the consolidated financial statements), as summarized below:

YEAR ENDED DECEMBER 31,	1999	1998	1997

(In millions)			
Commercial paper:			
Outstanding at year-end			
- borrowing	$718.5	$500.2	$566.7
- average interest rate	5.9%	5.5%	6.4%
Average for the year			
- borrowing	$534.9	$620.4	$979.7
- average interest rate	5.2%	5.5%	5.7%
Maximum borrowing outstanding during the year	$807.0	$1,028.8	$1,618.2

5. LONG-TERM DEBT

The following is a summary of long-term debt:

DECEMBER 31,	1999	1998	1997
(In millions)			
Medium-term notes	$ 859.5	$ 883.5	$ 413.0
Commercial paper	718.5	500.2	566.7
Other long-term debt	27.9	17.5	41.6
	1,605.9	1,401.2	1,021.3
Current portion	(150.1)	(7.3)	(31.6)
	$ 1,455.8	$ 1,393.9	$ 989.7

During 1997, the Company amended its revolving credit agreement to increase the aggregate borrowing limit to $1,300.0 million. The revolving credit agreement will terminate in August 2002. At December 31, 1999, there were no borrowings under the revolving credit agreement.

In lieu of borrowings under the Company's revolving credit agreement, the Company may issue up to $1,300.0 million of commercial paper. The Company's revolving credit agreement provides the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may only be issued up to the amount available for borrowing under the Company's revolving credit agreement. At December 31, 1999, $718.5 million (principal amount) of commercial paper was outstanding. The entire amount is classified as long-term debt because the total commercial paper is not expected to be repaid in 2000.

The revolving credit agreement permits the Company to borrow funds on a variety of interest rate terms. This agreement requires, among other things, that the Company maintain a certain Total Indebtedness to Total Capital Ratio, as defined in this agreement. As of December 31, 1999, the Company was in compliance with this agreement.

The Company had outstanding at December 31, 1999 a total of $859.5 million (principal amount) of Medium-term notes. The maturities on these notes range from 5 to 30 years at an average interest rate of 6.24%.

A new universal shelf registration statement became effective in July 1999. As of December 31, 1999, $750 million of Company debt and equity securities may be issued under the shelf.

The aggregate maturities of Long-term Debt outstanding are as follows:

DECEMBER 31, (In millions)	Aggregate Maturities
2000	$ 150.1
2001	16.3
2002	818.7
2003	115.5
2004	0.1
Thereafter	505.2
	$ 1,605.9

6. COMPANY-OBLIGATED MANDATORILY REDEEMABLE CONVERTIBLE PREFERRED SECURITIES OF A SUBSIDIARY TRUST

In December 1997, a wholly owned subsidiary trust of the Company issued 10,000,000 of its 5.25% convertible quarterly income preferred securities (the "Convertible Preferred Securities"), with a liquidation preference of $50 per security, to certain institutional buyers. The Convertible Preferred Securities represent an undivided beneficial interest in the assets of the trust. Each of the Convertible Preferred Securities is convertible at the option of the holder into shares of the Company's Common Stock at the rate of 0.9865 shares of Common Stock for each preferred security (equivalent to the approximate conversion price of $50.685 per share of Common Stock), subject to adjustment in certain circumstances. Holders of the Convertible Preferred Securities are entitled to a quarterly cash distribution at the annual rate of 5.25% of the $50 liquidation preference. The Convertible Preferred Securities are subject to a guarantee by the Company and are callable by the Company initially at 103.15% of the liquidation preference beginning in December 2001 and decreasing over time to 100% of the liquidation preference beginning in December 2007.

The trust invested the proceeds of this issuance of Convertible Preferred Securities in $500 million of the Company's 5.25% Junior Convertible Subordinated Debentures due 2027 (the "Debentures"). The Debentures are the sole assets of the trust, mature on December 1, 2027, bear interest at the rate of 5.25%, payable quarterly and are redeemable by the Company beginning in December 2001. The Company may defer interest payments on the Debentures for a period not to exceed 20 consecutive quarters during which time distribution payments on the Convertible Preferred Securities are also deferred. Under this circumstance, the Company may not declare or pay any cash distributions with respect to its capital stock or debt securities

that rank pari passu with or junior to the Debentures. The Company has no current intention to exercise its right to defer payments of interest on the Debentures.

The Convertible Preferred Securities are reflected as outstanding in the Company's consolidated financial statements as Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust.

7. DERIVATIVE FINANCIAL INSTRUMENTS

The Company has only limited involvement with derivative financial instruments and does not use them for trading purposes. They are used to manage certain interest rate and foreign currency risks.

The Company has entered into several interest rate swap agreements as a means of converting certain floating rate debt instruments into fixed rate debt. Cash flows related to these interest rate swap agreements are included in interest expense over the terms of the agreements, which range from three to seven years in maturity. At December 31, 1999, the Company had an outstanding notional principal amount of $522.1 million, with a net accrued interest receivable of $3.6 million. The termination value of these contracts is not included in the consolidated financial statements since these contracts represent the hedging of long-term activities to be amortized in future reporting periods.

The Company utilizes forward exchange contracts to manage foreign exchange risk related to both known and anticipated intercompany and third-party commercial transaction exposures of one year duration or less.

The Company also utilizes cross-currency swaps to hedge long-term intercompany transactions. The maturities on these cross-currency swaps range from three to five years.

The following table summarizes the Company's forward exchange contracts and cross-currency swaps in U.S. dollars by major currency and contractual amount. The "buy" amounts represent the U.S. equivalent of commitments to purchase foreign currencies, and the "sell" amounts represent the U.S. equivalent of commitments to sell foreign currencies according to local needs in foreign subsidiaries. The contractual amounts of significant forward exchange contracts and cross-currency swaps and their fair value were as follows:

DECEMBER 31, (In millions)	1999		1998	
	Buy	Sell	Buy	Sell
British pounds	$ 1.1	$ 172.8	$ -	$ 80.1
Canadian dollars	71.1	-	71.1	18.8
Euro	4.9	490.8	0.4	449.6
Japanese yen	-	4.1	-	-
Swedish krona	-	12.5	-	-
Swiss francs	8.0	-	-	-
	$ 85.1	$ 680.2	$ 71.5	$ 548.5
Fair Value	$ 84.5	$ 665.7	$ 66.8	$ 560.0

The Company's forward exchange contracts and cross-currency swaps do not subject the Company to risk due to foreign exchange rate movement, since gains and losses on these contracts generally offset losses and gains on the assets, liabilities and other transactions being hedged. The Company does not obtain collateral or other security to support derivative financial instruments subject to credit risk but monitors the credit standing of the counterparties.

Gains and losses related to qualifying hedges of commercial and intercompany transactions are deferred and included in the basis of the underlying transactions. Derivatives used to hedge intercompany loans are marked to market with the corresponding gains or losses included in the consolidated statements of income.

8. LEASES

The Company has minimum rental payments through the year 2018 under noncancellable operating leases as follows:

DECEMBER 31, (In millions)	Minimum Payments
2000	$ 44.4
2001	28.3
2002	19.3
2003	15.2
2004	9.7
Thereafter	12.4
	$ 129.3

Total rental expense for all operating leases was approximately $91.9 million, $79.7 million and $70.7 million in 1999, 1998 and 1997, respectively.

9. EMPLOYEE BENEFIT RETIREMENT PLANS

The Company and its subsidiaries have noncontributory pension and profit sharing plans covering substantially all of their foreign and domestic employees. Pension plan benefits are generally based on years of service and/or compensation. The Company's funding policy is to contribute not less than the minimum amounts required by the Employee Retirement Income Security Act of 1974 or local statutes to assure that plan assets will be adequate to provide retirement benefits. The Company's common stock comprised $48.7 million, $69.3 million and $71.4 million of pension plan assets at December 31, 1999, 1998 and 1997, respectively.

Total expense under all profit sharing plans was $12.3 million, $25.0 million, and $18.3 million for the years ended December 31, 1999, 1998 and 1997, respectively.

In addition to the Company's pension and profit sharing plans, several of the Company's subsidiaries currently provide retiree health care benefits for certain employee groups.

The following provides a reconciliation of benefit obligations, plan assets and funded status of the plans within the guidelines of SFAS No. 132:

	Pension Benefits			Other Postretirement Benefits		
DECEMBER 31,	1999	1998	1997	1999	1998	1997
(In millions)						
CHANGE IN BENEFIT OBLIGATION						
Benefit obligation at January 1	$ 691.1	$ 578.0	$ 484.7	$ 184.0	$ 175.2	$ 147.9
Service cost	25.4	20.2	15.9	3.5	3.2	3.0
Interest cost	50.1	43.9	38.7	12.6	12.8	11.9
Amendments	6.5	2.2	0.1	(0.5)	-	-
Actuarial (gain)/loss	(59.6)	34.3	11.9	11.9	7.8	1.8
Acquisitions	50.4	51.3	60.6	1.7	-	24.7
Currency exchange	(5.0)	(0.3)	-	-	-	-

Benefits paid from plan assets	(49.8)	(38.5)	(33.9)	(16.9)	(15.0)	(14.1)
Benefit obligation at December 31	$ 709.1	$ 691.1	$ 578.0	$ 196.3	$ 184.0	$ 175.2
CHANGE IN PLAN ASSETS						
Fair value of plan assets at January 1	$ 713.8	$ 738.4	$ 587.6	$ -	$ -	$ -
Actual return on plan assets	119.5	(5.9)	111.6	-	-	-

Contributions	11.6	6.5	4.1	16.9	15.0	14.1
Acquisitions	62.3	14.1	69.1	-	-	-
Currency exchange	1.2	(0.8)	(0.1)	-	-	-
Benefits paid from plan assets	(49.8)	(38.5)	(33.9)	(16.9)	(15.0)	(14.1)
Fair value of plan assets at December 31	$ 858.6	$ 713.8	$ 738.4	$ -	$ -	$ -

	Pension Benefits			Other Postretirement Benefits		
DECEMBER 31,	1999	1998	1997	1999	1998	1997
(In millions)						
FUNDED STATUS						
Funded status at December 31	$ 149.5	$ 22.7	$ 160.4	$ (196.3)	$ (184.0)	$ (175.2)
Unrecognized net gain	(118.9)	(7.9)	(105.4)	(8.0)	(20.2)	(28.7)
Unrecognized prior service cost	(0.9)	(2.0)	(5.1)	(0.2)	0.2	0.3
Unrecognized net asset	(3.3)	(5.0)	(5.2)	-	-	-
Net amount recognized	$ 26.4	$ 7.8	$ 44.7	$ (204.5)	$ (204.0)	$ (203.6)
Amounts recognized in the Consolidated Balance Sheets						
Prepaid benefit cost(1)	$ 102.9	$ 71.8	$ 77.4	$ -	$ -	$ -
Accrued benefit cost(2)	(80.9)	(67.9)	(34.4)	(204.5)	(204.0)	(203.6)
Intangible asset(1)	4.4	3.9	1.7	-	-	-
Net amount recognized	$ 26.4	$ 7.8	$ 44.7	$ (204.5)	$ (204.0)	$ (203.6)
Assumptions as of December 31						
Discount rate	7.50%	7.00%	7.75%	7.50%	6.75-7.00%	7.25-7.50%
Long-term rate of return on plan assets	10.00%	10.00%	9.00%	-	-	-
Long-term rate of compensation increase	5.00%	5.00%	5.00%	-	-	-
Health care cost trend rate	-	-	-	7.00-9.00%	7.00-8.00%	9.00%

(1) Recorded in Other Non-current Assets
(2) Recorded in Other Non-current Liabilities

Net pension costs and other postretirement benefit costs include the following components:

	Pension Benefits			Other Postretirement Benefits		
DECEMBER 31,	1999	1998	1997	1999	1998	1997
(In millions)						
Service cost-benefits earned during the year	$ 30.9	$ 19.3	$ 16.0	$ 3.5	$ 3.3	$ 3.0
Interest cost on projected benefit obligation	50.9	46.6	38.7	12.6	12.9	11.9

Expected return on plan assets	(76.7)	(59.0)	(57.7)	-	-	-
Amortization of:						
Transition asset	(1.2)	(1.1)	(1.1)	(0.2)	(0.5)	(0.2)
Prior service cost recognized	(0.4)	(0.3)	(0.3)	-	(0.4)	(1.4)
Actuarial (gain)/loss	0.8	(1.8)	5.5	-	-	-
	$ 4.3	$ 3.7	$ 1.1	$15.9	$15.3	$13.3

The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for the pension plans with accumulated benefit obligations in excess of plan assets are as follows:

DECEMBER 31,	1999	1998	1997
(In millions)			
Projected benefit obligation	$145.2	$147.1	$68.4
Accumulated benefit obligation	131.0	127.5	55.1
Fair value of plan assets	50.8	52.1	22.1

The health care cost trend rate significantly affects the reported postretirement benefit costs and benefit obligations. A one percentage point change in the assumed rate would have the following effects:

	1% Increase	1% Decrease
(In millions)		
Effect on total of service and interest cost components	$1.9	$(1.4)
Effect on postretirement benefit obligations	16.9	(14.7)

10. STOCKHOLDERS' EQUITY

The Company's Common Stock consists of 800.0 million authorized shares with a par value of $1 per share. Of the total unissued common shares at December 31, 1999, total shares in reserve included 10.4 million shares for issuance under the Company's stock option plans.

Each share of Common Stock includes a stock purchase right (a "Right"). Each Right will entitle the holder, until the earlier of October 31, 2008 or the redemption of the Rights, to buy the number of shares of Common Stock having a market value of two times the exercise price of $200, subject to adjustment under certain circumstances. The Rights will be exercisable only if a person or group acquires 15% or more of voting power of the Company or announces a tender offer following which it would hold 15% or more of the Company's voting power. The Rights held by the 15% stockholder would not be exercisable in this situation.

Furthermore, if, following the acquisition by a person or group of 15% or more of the Company's voting stock, the Company was acquired in a merger or other business combination or 50% or more of its assets were sold, each Right (other than Rights held by the 15% stockholder) would become exercisable for that number of shares of Common Stock of the Company (or the surviving company in a business combination) having a market value of two times the exercise price of the Right.

The Company may redeem the Rights at $0.001 per Right prior to the occurrence of an event that causes the Rights to become exercisable for Common Stock.

11. STOCK OPTIONS

The Company's stock option plans are accounted for under APB Opinion No. 25. As a result, the Company grants fixed stock options under which no compensation cost is recognized. Had compensation cost for the plans been determined consistent with FASB Statement No. 123, the Company's net income and earnings per share would have been reduced to the following pro forma amounts:

YEAR ENDED DECEMBER 31,		1999	1998	1997
(In millions, except per share data)				
Net income:	As reported	$95.4	$481.8	$321.6
	Pro forma	75.5	467.3	313.9
Diluted earnings per share:	As reported	$0.34	$1.70	$1.14
	Pro forma	0.27	1.65	1.11

Because the FASB Statement No. 123 method of accounting has not been applied to options granted prior to January 1, 1995, the resulting pro forma compensation cost may not be representative of that to be expected in future years.

The Company may grant up to 8.1 million shares under the 1993 Stock Option Plan, of which the Company has granted 4.2 million shares and canceled 0.4 million shares through December 31, 1999. Under this plan, the option exercise price equals the Common Stock's closing price on the date of grant, vests over a five-year period and expires after ten years. In addition, options to acquire common stock of Rubbermaid Incorporated that were outstanding at the time of the merger under various Rubbermaid option plans were converted into options to acquire the Company's Common Stock. Those additional options are included in the summary below.

The following summarizes the changes in number of shares of Common Stock under option:

1999	Shares	Weighted Average Exercise Price
Outstanding at beginning of year	4,353,147	$32
Granted	2,498,980	39
Exercised	(842,288)	30
Canceled	(190,015)	35
Outstanding at end of year	5,819,824	35
Exercisable at end of year	2,622,352	30
Weighted average fair value of options granted during the year	$15	

The 5,819,824 options outstanding at December 31, 1999 have exercise prices between $12 and $50 and are summarized below:

Options Outstanding

Range of Exercise Prices	Number Outstanding at December 31, 1999	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
$12-15	120,846	$14	1
16-25	533,073	21	4
26-35	2,399,336	33	8
36-45	2,584,169	41	9
46-50	182,400	48	9
$12-50	5,819,824	35	8

The 2,622,352 options exercisable at December 31, 1999 have exercise prices between $12 and $50 and are summarized below:

Range of Exercise Prices	Number Outstanding at December 31, 1999	Weighted Average Exercise Price
$12-15	120,846	$14
16-25	499,673	21
26-35	1,517,675	32
36-45	453,678	40

46-50	30,480	48
$12-50	2,622,352	30

1998	Shares	Weighted Average Exercise Price
Outstanding at beginning of year	3,720,301	$28
Granted	1,576,467	38
Exercised	(753,261)	23
Canceled	(190,360)	30
Outstanding at end of year	4,353,147	32
Exercisable at end of year	3,189,309	30
Weighted average fair value of options granted during the year	$13	

1997	Shares	Weighted Average Exercise Price
Outstanding at beginning of year	2,808,901	$25
Granted	1,488,242	33
Exercised	(366,275)	18
Canceled	(210,567)	28
Outstanding at end of year	3,720,301	28
Exercisable at end of year	1,898,754	27
Weighted average fair value of options granted during the year	$9	

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions used for grants in 1999, 1998 and 1997, respectively: risk-free interest rate of 6.6%, 4.1-6.4% and 6.1-6.3%; expected dividend yields of 2.0%, 1.6-2.0% and 1.8-2.0%; expected lives of 9.0, 5.0-9.9 and 5.0-9.9 years; and expected volatility of 25%, 20-34% and 23%.

12. INCOME TAXES

The provision for income taxes consists of the following:

YEAR ENDED DECEMBER 31,	1999	1998	1997
(In millions)			
Current:			
Federal	$120.6	$217.1	$109.5
State	6.3	26.0	19.7
Foreign	18.2	10.3	25.3
	145.1	253.4	154.5
Deferred	(9.6)	81.7	68.5
	$135.5	$335.1	$223.0

The non-U.S. component of income before income taxes was $56.3 million in 1999, $19.1 million in 1998 and $75.8 million in 1997.

YEAR ENDED DECEMBER 31,	1999	1998	1997
(In millions)			
Deferred tax assets:			
Accruals, not currently deductible for tax purposes	$198.0	$132.9	$159.2
Postretirement liabilities	80.5	78.5	79.8
Inventory reserves	28.4	25.3	35.7
Self-insurance liability	29.5	44.1	39.1
Amortization of intangibles	27.2	13.6	43.6
Other	8.7	2.9	1.0
	372.3	297.3	358.4
Deferred tax liabilities:			
Accelerated depreciation	(157.5)	(152.1)	(136.7)
Prepaid pension asset	(33.7)	(27.1)	(31.1)
Unrealized gain on securities available for sale	-	-	(51.5)
Other	(16.2)	(14.4)	(23.1)
	(207.4)	(193.6)	(242.4)
Net deferred tax asset	$164.9	$103.7	$116.0

The net deferred tax asset is classified in the consolidated balance sheets as follows:

YEAR ENDED DECEMBER 31,	1999	1998	1997
(In millions)			
Current net deferred income tax asset	$250.6	$108.2	$157.1
Non-current deferred income tax liability	(85.7)	(4.5)	(41.1)
	$164.9	$103.7	$116.0

A reconciliation of the U.S. statutory rate to the effective income tax rate is as follows:

YEAR ENDED DECEMBER 31,	1999	1998	1997

(In percent)

Statutory rate	35.0%	35.0%	35.0%
Add (deduct) effect of:			
State income taxes, net of federal income tax effect	2.7	3.2	3.4
Nondeductible trade names and goodwill amortization	4.2	1.3	2.5
Nondeductible transaction costs	19.7	-	-
Tax basis differential on sales of businesses	-	2.7	1.1
Other	(2.9)	(1.2)	(1.1)
Effective rate	58.7%	41.0%	40.9%

No U.S. deferred taxes have been provided on the undistributed non-U.S. subsidiary earnings which are considered to be permanently invested. At December 31, 1999, the estimated amount of total unremitted non-U.S. subsidiary earnings is $82.0 million.

13. OTHER NONOPERATING (INCOME) EXPENSES

Total other nonoperating (income) expenses consist of the following:

YEAR ENDED DECEMBER 31,	1999	1998	1997
(In percent)			
Equity earnings*	$ (8.1)	$ (7.1)	$ (5.8)
Interest income	(9.9)	(14.8)	(7.5)
Dividend income	(0.3)	(0.1)	(4.0)
(Gain)/loss on sale of marketable equity securities	1.1	(191.5)	(2.9)
Gain on sales of businesses	-	(59.8)	-
Minority interest in income of subsidiary trust	26.8	26.7	1.5
Currency translation loss	1.1	6.0	0.3
Other	1.9	3.5	(0.9)
	$ 12.6	$(237.1)	$(19.3)

* American Tool Companies, Inc., in which the Company has a 49% interest.

14. OTHER OPERATING INFORMATION

Industry Segment Information

The Company operates in three reportable operating segments: Household Products, Hardware and Home Furnishings and Office Products. The principal product categories included in each of the Company's business segments are as follows:

SEGMENT	PRODUCT CATEGORY
Household Products	Household Products, Food Preparation, Cooking and Serving, Infant/Juvenile Care and Play, Commercial Products
Hardware & Home	Window Treatments, Furnishings Hardware and Tools, Picture Frames and Albums

Office Products	Markers and Writing Instruments, Office Products

NET SALES(1)(2)

Year Ended December 31, (In millions)	1999	1998	1997
Household Products	$3,335.0	$3,385.3	$3,199.6
Hardware & Home Furnishings	1,897.2	1,758.1	1,484.8
Office Products	1,180.9	1,040.3	957.0
	$6,413.1	$6,183.7	$5,641.4

(1) Sales to Wal-Mart Stores, Inc. and subsidiaries amounted to approximately 12% of consolidated net sales in 1999, 14% in 1998 and 15% in 1997. Sales to no other customer exceeded 10% of consolidated net sales.

(2) All intercompany transactions have been eliminated.

OPERATING INCOME(3)

Year Ended December 31, (In millions)	1999	1998	1997
Household Products	$207.8	$376.7	$397.5
Hardware & Home Furnishings	297.4	290.2	241.1
Office Products	218.3	212.3	194.5
Corporate	(133.5)	(83.7)	(156.2)
	590.0	795.5	676.9
Restructuring costs	(246.4)	(115.2)	(37.2)
	$ 343.6	$ 680.3	$ 639.7

(3) Operating income is net sales less cost of products sold and SG&A expenses, but is not affected either by nonoperating (income) expenses or by income taxes. Nonoperating (income) expenses consists principally of net interest expense, and in 1998, the net gain on the sale of Black & Decker common stock and the net gains on the sales of Stuart Hall, Newell Plastics and Decora. In calculating operating income for individual business segments, certain headquarters expenses of an operational nature are allocated to business segments and geographic areas primarily on a net sales basis. Trade names and goodwill amortization is considered a corporate expense and not allocated to business segments.

IDENTIFIABLE ASSETS

December 31, (In millions)	1999	1998	1997
Household Products	$ 2,129.0	$ 2,286.3	$ 2,036.1
Hardware & Home Furnishings	1,194.4	995.8	850.8
Office Products	720.9	643.0	520.7
Corporate (4)	2,679.8	2,364.1	2,367.6
	$ 6,724.1	$ 6,289.2	$ 5,775.2

(4) Corporate assets primarily include trade names and goodwill, equity investments and deferred tax assets.

CAPITAL EXPENDITURES

Year Ended December 31, (In millions)	1999	1998	1997
Household Products	$ 138.3	$ 213.9	$ 168.4
Hardware & Home Furnishings	10.1	39.1	30.3
Office Products	33.7	24.9	26.4
Corporate	18.0	40.8	23.9
	$ 200.1	$ 318.7	$ 249.0

DEPRECIATION AND AMORTIZATION

Year Ended December 31, (In millions)	1999	1998	1997
Household Products	$148.7	$149.2	$140.6
Hardware & Home Furnishings	30.4	31.2	33.4
Office Products	35.7	28.7	21.6
Corporate	56.9	54.7	52.2
	$271.7	$263.8	$247.8

GEOGRAPHIC AREA INFORMATION

NET SALES

Year Ended December 31, (In millions)	1999	1998	1997
United States	$4,921.4	$4,825.4	$4,769.5
Canada	263.2	273.9	258.9
North America	5,184.6	5,099.3	5,028.4
Europe	966.9	849.8	395.4
South America(1)	231.0	205.3	136.8
All other	30.6	29.3	80.8
	$6,413.1	$6,183.7	$5,641.4

(1) Includes Mexico, Venezuela and Colombia, and in 1998 and 1999, Brazil and Argentina.

OPERATING INCOME

Year Ended December 31,	1999	1998	1997
(In millions)			
United States	$ 276.6	$ 617.0	$ 542.0
Canada	22.6	16.6	32.9
North America	299.2	633.6	574.9
Europe	4.5	24.0	31.3
South America(1)	43.6	41.2	32.9
All other	(3.7)	(18.5)	0.6
	$ 343.6	$ 680.3	$ 639.7

OPERATING INCOME

Year Ended December 31,	1999	1998	1997
(In millions)			
United States	$4,813.3	$4,648.2	$4,948.6
Canada	157.1	207.0	253.7
North America	4,970.4	4,855.2	5,202.3
Europe	1,459.8	1,135.2	400.7
South America(1)	273.2	276.7	118.4
All other	20.7	22.1	53.8
	$6,724.1	$6,289.2	$5,775.2

(2) Transfers of finished goods between geographic areas are not significant.

15. LITIGATION

The Company is subject to certain legal proceedings and claims, including the environmental matters described below, that have arisen in the ordinary conduct of its business or have been assumed by the Company when it purchased certain businesses.

As of December 31, 1999, the Company was involved in various matters concerning federal and state environmental laws and regulations,

including matters in which the Company has been identified by the U.S. Environmental Protection Agency and certain state environmental agencies as a potentially responsible party ("PRP") at contaminated sites under the Federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") and equivalent state laws.

In assessing its environmental response costs, the Company has considered several factors, including: the extent of the Company's volumetric contribution at each site relative to that of other PRPs; the kind of waste; the terms of existing cost sharing and other applicable agreements; the financial ability of other PRPs to share in the payment of requisite costs; the Company's prior experience with similar sites; environmental studies and cost estimates available to the Company; the effects of inflation on cost estimates; and the extent to which the Company's and other parties' status as PRPs is disputed.

Based on information available to it, the Company's estimate of environmental response costs associated with these matters as of December 31, 1999 ranged between $18.4 million and $22.6 million. As of December 31, 1999, the Company had a reserve equal to $21.1 million for such environmental response costs in the aggregate. No insurance recovery was taken into account in determining the Company's cost estimates or reserve, nor do the Company's cost estimates or reserve reflect any discounting for present value purposes.

Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility of additional sites as a result of businesses acquired, actual costs to be incurred by the Company may vary from the Company's estimates.

Subject to difficulties in estimating future environmental response costs, the Company does not expect that any amount it may have to pay in connection with environmental matters in excess of amounts reserved will have a material adverse effect on its consolidated financial statements.

The Company is involved in several legal proceedings relating to the importation and distribution of vinyl mini-blinds made with plastic containing lead stabilizers. In 1996, the Consumer Product Safety Commission found that such stabilizers deteriorate over time from exposure to sunlight and heat, causing lead dust to form on mini-blind surfaces and presenting a health risk to children under six years of age.

Two lawsuits, which were commenced in California in 1996 against a number of companies, including a subsidiary of the Company, alleging failure to warn consumers adequately about the presence of lead in accordance with California law, were resolved during 1998-99. A

national, injunction-only, class action settlement covering the Company's subsidiary and several other mini-blinds distributors and retailers was entered in the Superior Court of Passaic County, New Jersey on October 8, 1999. An additional related lawsuit filed in Illinois in 1997 against a Company subsidiary and other companies is also being dismissed pursuant to the terms of the national settlement entered in New Jersey. The Company's contribution to the settlement and related amounts was not material to the Company's consolidated financial statements.

In December 1998, 13 companies, including a subsidiary of the Company, were named as defendants in another case involving the importation and distribution of vinyl mini-blinds containing lead. The case, filed as a Massachusetts class action in the Superior Court, alleges misrepresentation, breaches of express and implied warranties, negligence, loss of consortium and violation of Massachusetts consumer protection laws. The plaintiffs seek injunctive relief, unspecified damages, compensatory damages for personal injury and court costs.

The Company has also been involved in a separate legal proceeding. In September 1997, an administrative law judge of the Federal Trade Commission ("F.T.C.") ruled that a major customer of a subsidiary of the Company illegally pressured manufacturers not to sell toys to warehouse clubs. Subsequent to the F.T.C. decision, numerous class action suits seeking damages on behalf of consumers were filed against the customer and certain manufacturers, including the Company's subsidiary, which was not named as a defendant in the F.T.C. suit. A settlement agreement has been entered into by the Company and the plaintiffs, including the Attorneys General for the 46 states involved in the suit and the named class plaintiffs (for themselves and the plaintiff settlement class). The parties to the case have agreed on a settlement, the monetary portion of which has been delivered to an escrow agent, and expect shortly the court's order approving the settlement. The Company's contribution to the settlement and related amounts was not material to the Company's consolidated financial statements.

As of December 31, 1999, eight complaints were filed against the Company and certain of its officers and directors in the U.S. District Court for the Northern District of Illinois on behalf of a purported class consisting of persons who purchased common stock of the Company, Newell Co. or Rubbermaid Incorporated during the period from October 21, 1998 through September 3, 1999 or exchanged shares of Rubbermaid common stock for the Company's common stock as part of the Newell Rubbermaid merger. The complaints allege that during the relevant time period the defendants violated Sections 10(b), 14(a) and 20(a) of the Securities Exchange Act as a result of, among other allegations, issuing false and misleading statements concerning the Company's financial condition and results of operations. The Company believes that these claims are without merit and intends to vigorously defend these lawsuits.

Although management of the Company cannot predict the ultimate outcome of these matters with certainty, it believes that their ultimate resolution, including any amounts it may have to pay in excess of amounts reserved, will not have a material effect on the Company's consolidated financial statements.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information regarding executive officers of the Company is included as a Supplementary Item at the end of Part I of this Form 10-K.

Information regarding directors of the Company is included in the Company's Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 10, 2000 ("Proxy Statement") under the caption "Proposal 1 - Election of Directors," which information is hereby incorporated by reference herein.

Information regarding compliance with Section 16(a) of the Exchange Act is included in the Proxy Statement under the caption "Section 16(a) Beneficial Ownership Compliance Reporting," which information is hereby incorporated by reference herein.

ITEM 11. EXECUTIVE COMPENSATION

Information regarding executive compensation is included in the Proxy Statement under the caption "Proposal 1 - Election of Directors - Information Regarding Board of Directors and Committees," under the captions "Executive Compensation - Summary Compensation Table; - Option Grants in 1999; - Option Exercises in 1999; - Pension and Retirement Plans; - Employment Security Agreements," and the caption "Executive Compensation Committee Interlocks and Insider Participation," which information is hereby incorporated by reference herein.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information regarding security ownership is included in the Proxy Statement under the caption "Certain Beneficial Owners," which information is hereby incorporated by reference herein.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Not applicable.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a)(1) The following is a list of the financial statements of Newell Rubbermaid Inc. included in this report on Form 10-K which are filed herewith pursuant to Item 8:

Report of Independent Public Accountants

Consolidated Statements of Income - Years Ended December 31, 1999, 1998 and 1997

Consolidated Balance Sheets - December 31, 1999, 1998 and 1997

Consolidated Statements of Cash Flows - Years Ended December 31, 1999, 1998 and 1997

Consolidated Statements of Stockholders' Equity - Years Ended December 31, 1999, 1998 and 1997

Notes to Consolidated Financial Statements - December 31, 1999, 1998 and 1997

(2) The following consolidated financial statement schedule of the Company included in this report on Form 10-K is filed herewith pursuant to Item 14(d) and appears immediately preceding the Exhibit Index:

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

(3) The exhibits filed herewith are listed on the Exhibit Index filed as part of this report on Form 10-K. Each management contract or compensatory plan or arrangement of the Company listed on the Exhibit Index is separately identified by an asterisk.

(b) Reports on Form 8-K:

None.

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

Allowance for Doubtful Accounts	Balance at Beginning of Period	Additions: Provision	Additions: (A) Charges to Other Accounts	(B) Deductions	Balance at End of Period
For the year ended:					
December 31, 1999	$34,157	$17,928	$1,922	($12,137)	$41,870
December 31, 1998	30,075	5,488	14,028	(15,434)	34,157
December 31, 1997	25,890	3,870	8,321	(8,006)	30,075

Note A - Represents recovery of accounts previously written off, along with net reserves of acquired and divested businesses.
Note B - Represents accounts charged off.

Inventory Reserves	Balance at Beginning of Period	Provision	Write-offs	(C) Other	Balance at End of Period

For the year ended:					
December 31, 1999	$113,775	$75,660	($72,768)	$ 2,722	$119,389
December 31, 1998	119,179	13,338	(29,293)	10,551	113,775
December 31, 1997	113,487	16,821	(30,332)	19,203	119,179

Note C - Represents net reserves of acquired and divested businesses, including provisions for product line rationalization.

Restructuring Reserves	Balance at Beginning of Period	Provision	(D) Reserves	Other	Balance at End of Period
For the year ended:					
December 31, 1999	$1,559	$246,381	($230,010)	-	$17,930
December 31, 1998	1,529	115,154	(115,124)	-	1,559
December 31, 1997	26,483	37,200	(62,154)	-	1,529

Note D - Represents costs charged to restructuring reserves in accordance with the restructuring plan.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEWELL RUBBERMAID INC.
Registrant

By /s/ Dale L. Matschullat

Date March 29, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on March 29, 2000 by the following persons on behalf of the Registrant and in the capacities indicated.

Signature	Title
______________________________ William P. Sovey	Chairman of the Board and Director
/s/ John J. McDonough John J. McDonough	Vice Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Thomas A. Ferguson, Jr. Thomas A. Ferguson, Jr.	President and Chief Operating Officer and Director
/s/ Jeffrey J. Burbach	Vice President-Controller (Principal Accounting Officer)

Jeffrey J. Burbach

/s/ Dale L. Matschullat ------------------------------ Dale L. Matschullat	Chief Financial Officer (Principal Financial Officer)

Signature ---------	Title -----
______________________________ Alton F. Doody	Director
/s/ Scott S. Cowen ------------------------------ Scott S. Cowen	Director
/s/ Daniel C. Ferguson ------------------------------ Daniel C. Ferguson	Director
/s/ Robert L. Katz ------------------------------ Robert L. Katz	Director
______________________________ Elizabeth Cuthbert Millett	Director
/s/ Cynthia A. Montgomery ------------------------------ Cynthia A. Montgomery	Director
/s/ Allan P. Newell ------------------------------ Allan P. Newell	Director
/s/ Tom H. Barrett ------------------------------ Tom H. Barrett	Director
______________________________ Thomas J. Falk	Director
/s/ Wolfgang R. Schmitt ------------------------------ Wolfgang R. Schmitt	Director
/s/ Gordon R. Sullivan ------------------------------ Gordon R. Sullivan	Director

/s/ William D. Marohn   Director

William D. Marohn

(C) EXHIBIT INDEX

	Exhibit Number	Description of Exhibit
Item 3. Articles of	3.1	Restated Certificate of Incorporation of Newell Rubbermaid

	Incorporation and By-Laws		Inc., as amended as of March 24, 1999 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated March 24, 1999).
		3.2	By-Laws of Newell Rubbermaid Inc, as amended through August 8, 1999 (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1999).
Item 4	Instruments defining the rights of security holders, including indentures	4.1	Restated Certificate of Incorporation of Newell Rubbermaid Inc., as amended as of March 24, 1999, is included in Item 3.1.
		4.2	By-Laws of Newell Rubbermaid Inc., as amended through August 8, 1999, are included in Item 3.2.
		4.3	Rights Agreement dated as of August 6, 1998 between the Company and First Chicago Trust Company of New York, as Rights Agent (incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K dated August 6, 1998).
		4.4	Indenture dated as of April 15, 1992, between the Company and The Chase Manhattan Bank (National Association), as Trustee (incorporated by reference to Exhibit 4.4 to the Company's Report on Form 8 amending the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1992).
		4.5	Indenture dated as of November 1, 1995 between the Company and The Chase Manhattan Bank (National Association), as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 3, 1996).
		4.6	Specimen Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-4, File No. 333-71747, filed February 4, 1999).
			Pursuant to item 601(b)(4)(iii)(A) of Regulation S-K, the Company is not filing certain documents. The Company agrees to furnish a copy of each such document upon the request of the Commission.

		Exhibit Number	Description of Exhibit
Item 10.	Material Contracts	*10.1	The Newell Long-Term Savings and Investment Plan, as amended and restated effective May 1, 1993 and amended through December 29, 1995 (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (the "1998 Form 10-K")).
		*10.2	The Company's Amended and Restated 1984 Stock Option Plan, as amended through February 14, 1990 (incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 1990 (the "1990 Form 10-K")).
		*10.3	Newell Co. Deferred Compensation Plan, as amended, effective August 1, 1980, as amended and restated effective January 1, 1997 (incorporated by reference to Exhibit 10.3 to the 1998 Form 10-K).
		*10.4	Newell Operating Company's ROA Cash Bonus Plan, effective January 1, 1977, as amended (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-14, Reg. No. 002-71121, filed March 4, 1981).
		*10.5	Newell Operating Company's ROI Cash Bonus Plan, effective January 1, 1986 (incorporated by reference to Exhibit 10.5 to the 1998 Form 10-K).
		*10.6	Newell Operating Company's Pension Plan for Salaried and Clerical Employees, as amended and restated, effective January 1, 1996, as amended through June 15, 1998 (incorporated by reference to Exhibit 10.6 to the 1998 Form 10-K).
		*10.7	Newell Operating Company's Pension Plan for Factory and Distribution Hourly-Paid Employees, as amended and restated

			effective January 1, 1989 and amended through September 30, 1997 (incorporated by reference to Exhibit 10.7 to the 1998 Form 10-K).
		*10.8	Newell Operating Company's Restated Supplemental Retirement Plan for Key Executives, effective January 1, 1982, as amended effective May 13, 1998 (incorporated by reference to Exhibit 10.8 to the 1998 Form 10-K).
		*10.9	Form of Employment Security Agreement with certain executive officers (incorporated by reference to Exhibit 10.10 to the 1990 Form 10-K).

		Exhibit Number	Description of Exhibit
		10.10	Credit Agreement dated as of June 12, 1995 and amended and restated as of August 5, 1997 among the Company, certain of its affiliates, The Chase Manhattan Bank (National Association), as Agent, and the banks whose names appear on the signature pages thereto (incorporated by reference to Exhibit 10.17 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1997).
		10.11	Shareholder's Agreement and Irrevocable Proxy dated as of June 21, 1985. among American Tool Companies, Inc., Newell Co., Allen D. Petersen, Kenneth L. Cheloha, Robert W. Brady, William L. Kiburz, Flemming Andresen and Ane C. Patterson (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on From 10-K for the year ended December 31, 1997 (the "1997 Form 10-K")).
		*10.12	Newell Rubbermaid Inc. 1993 Stock Option Plan, effective February 9, 1993, as amended May 26, 1999 (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1999).
		10.13	Amended and Restated Trust Agreement, dated as of December 12, 1997 among Newell Co., as Depositor, The Chase Manhattan Bank, as Property Trustee, Chase Manhattan Delaware, as Delaware Trustee, and the Administrative Trustees (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3, File No. 333-47261, filed March 3, 1998 (the "1998 Form S-3").
		10.14	Junior Convertible Subordinated Indenture for the 5.25% Convertible Subordinated Debentures, dated as of December 12, 1997, among Newell Co. and The Chase Manhattan Bank, as Indenture Trustee (Incorporated by reference to Exhibit 4.3 to the 1998 Form S-3).
		10.15	Terms Agreement dated as of July 9, 1998 among Newell Co., Morgan Stanley Dean Witter, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Chase Securities Inc. and First Chicago Capital Markets, Inc. (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K dated July 9, 1998).
Item 11.	Exhibit	11	Statement of Computation of Earnings per Share of Common Stock.
Item 12.	Exhibit	12	Statement of Computation of Earnings to Fixed Charges.
Item 21.	Subsidiaries of the Registrant	21.1	Significant Subsidiaries of the Company.

		Exhibit Number	Description of Exhibit
Item 23.	Consent of experts and counsel	23.1	Consent of Arthur Andersen LLP.
		23.2	Consent of KPMG LLP
Item 27.	Financial Data Schedule	27	Financial Data Schedule.
Item 99.	Additional Exhibits	99	Safe Harbor Statement.

* Management contract or compensatory plan or arrangement of the Company.

COMPUTATION OF EARNINGS PER SHARE OF COMMON STOCK

	Year Ended December 31,		
	1999	1998	1997
	(In thousands, except per share data)		
Basic earnings per share:			
Net income	$ 95,437	$481,834	$321,617
Weighted average shares outstanding	281,806	280,731	280,300
Basic earnings per share	$0.34	$1.72	$1.15
Diluted earnings per share:			
Net income	$95,437	$481,834	$321,617
Minority interest in income of subsidiary trust, net of tax	(A)	15,742	807
Net income, assuming conversion of all applicable securities	$95,437	$497,576	$322,424
Weighted average shares outstanding	281,806	280,731	280,300
Incremental common shares applicable to common stock options based on the average market price during the period	(A)	1,287	839
Average common shares issuable assuming conversion of the Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust	(A)	9,865	514
Weighted average shares outstanding assuming full dilution	281,806	291,883	281,653
Diluted earnings per share, assuming conversion of all applicable securities	$0.34	$1.70	$1.14

Note A - Diluted earnings per share for the twelve months exclude the impact of "in-the-money" stock options and convertible preferred securities because they

are anti-dilutive.

EXHIBIT 12

STATEMENT OF COMPUTATION OF
RATIO OF EARNINGS TO FIXED CHARGES

	Year Ended December 31,				
	1999	1998	1997	1996	1995
	(In thousands, except ratio data)				
Earnings available to fixed charges:					
Income before income taxes	$230,939	$816,973	$544,590	$673,312	$472,786
Fixed charges -					
Interest expense	100,021	100,514	114,357	84,822	65,125
Portion of rent determined to be interest(A)	30,319	26,287	23,343	17,561	15,340
Minority interest in income of subsidiary trust	26,771	26,692	1,528	0	0
Equity in earnings elimination	(8,118)	(7,127)	(5,831)	(6,364)	(5,993)
	$379,932	$963,339	$677,987	$769,331	$547,258
Fixed charges:					
Interest expense	$100,021	$100,514	$114,357	$ 84,822	$ 65,125
Portion of rent determined to be interest(A)	30,319	26,287	23,343	17,561	15,340
Minority interest in income of subsidiary trust	26,771	26,692	1,528	0	0
	$157,111	$153,493	$139,228	$102,383	$ 80,465
Ratio of earnings to fixed charges	2.42	6.28	4.87	7.51	6.80

Note A - A standard ratio of 33% was applied to gross rent expense to approximate the interest portion of short-term and long-term leases.

EXHIBIT 21.1

SIGNIFICANT SUBSIDIARIES

Name		Ownership
Intercraft Company	Delaware	100% of stock owned by Newell Rubbermaid Inc.
Newell Investments Inc.	Delaware	100% of stock owned by Newell Operating Company
Newell Operating Company	Delaware	77.5% of stock owned by Newell Rubbermaid Inc.; 22.5% of stock owned by Anchor Hocking Corporation
Rubbermaid Incorporated	Ohio	100% of stock owned by Newell Rubbermaid Inc.
Rubbermaid Texas Limited Partnership	Texas (limited partnership)	Rubbermaid Incorporated is the general partner and Rubfinco Inc. is the limited partner
Sanford, L.P.	Illinois (limited partnership)	Newell Operating Company is the general partner and Sanford Investment Company is the limited partner

EXHIBIT 23.1

[ARTHUR ANDERSEN LETTERHEAD]

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Form 10-K of our report dated January 26, 2000, into the Company's previously filed Form S-8 Registration Statements File Nos. 33-24447, 33-25196, 33-40641, 33-67632, 33-62047, and 333-38621, Form S-3 Registration Statements File Nos. 33-46208, 33-64225, 333-47261, 333-53039, and 333-82829, and Post-Effective Amendment No. 1 on Form S-8 to Form S-4 Registration Statement File No. 33-44957.

ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin
March 29, 2000

EXHIBIT 23.2

Consent of Independent Auditors

The Board of Directors
Newell Rubbermaid Inc.:

We consent to the incorporation by reference in Newell Rubbermaid Inc.'s previously filed Form S-8 Registration Statements (File Nos. 33-24447, 33-25196, 33-40641, 33-62047, 33-67632, and 333-38621), and Form S-3 Registration Statements (File Nos. 33-46208, 33-64225, 333-47261, 333-53039, and 333-82829), and Post Effective Amendment No. 1 on Form S-8 to Form S-4 Registration Statement (File No. 33-44957) of our report dated February 5, 1999, except as to Note 15, which is as of March 24, 1999, with respect to the consolidated balance sheets of Rubbermaid Incorporated and subsidiaries as of January 1, 1999, and December 31, 1997, and the related consolidated statements of earnings, shareholder's equity and comprehensive income, and cash flows for each of the years in the two-year period ended January 1, 1999.

KPMG LLP

Cleveland, Ohio
March 28, 2000

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<LEGEND>	This schedule contains summary financial information extracted from the Newell Rubbermaid Inc. and Subsidiaries Consolidated Balance Sheets and Statements of Income and is qualified in its entirety by reference to such financial statements.	
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<F1> Allowances for doubtful accounts are reported as contra accounts to accounts receivable. The Corporate reserve for bad debts is a percentage of trade receivables based on the bad debts experienced in one or more past years, general economic conditions, the age of the receivables and other factors that indicate the element of uncollectibility in the receivables outstanding at the end of the period.

<F2> See notes to the consolidated financial statements.

EXHIBIT 99

NEWELL RUBBERMAID INC. SAFE HARBOR STATEMENT

The Company has made statements in its Annual Report on Form 10-K for the year ended December 31, 1999, and the documents incorporated by reference therein that constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995. These statements are subject to risks and uncertainties. The statements relate to, and other forward-looking statements that may be made by the Company, may relate to, information or assumptions about sales, income, earnings per share, return on equity, capital expenditures, dividends, capital structure, free cash flow, debt to capitalization ratios, interest rates, internal growth rates, Euro conversion plans and related risks, Year 2000 plans and related risks, pending legal proceedings and claims (including environmental matters), future economic performance, operating income improvements, synergies, management's plans, goals and objectives for future operations and growth. These statements generally are accompanied by words such as "intend," "anticipate," "believe," "estimate," "project," "expect," "should" or similar statements. You should understand that forward-looking statements are not guarantees since there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. The factors that are discussed below, as well as the matters set forth generally in the 1999 Form 10-K and the documents that are incorporated by reference therein could cause actual results to differ. In addition, there can be no assurance that:

- we have correctly identified and assessed all of the factors affecting the Company; or
- the publicly available and other information with respect to these factors is complete or correct.

Retail Economy

Our business depends on the strength of the retail economies in various parts of the world, primarily in the U.S. and to a lesser extent in:

- Europe, including the Middle East and Africa;
- Latin America; including Mexico and Central America;
- Canada; and
- Asia, including Australia and New Zealand.

These retail economies are affected by such factors as consumer demand, the condition of the consumer products retail industry and

weather conditions. In recent years, the consumer products retail industry has been characterized by intense competition and consolidation among both product suppliers and retailers.

Nature of the Marketplace

We compete with numerous other manufacturers and distributors of consumer products, many of which are large and well-established. In addition, our principal customers are volume purchasers, many of which are much larger than us and have strong bargaining power with suppliers, which limits our ability to recover cost increases through increased selling prices. The rapid growth of large mass merchandisers, such as discount stores, warehouse clubs, home centers and office superstores, together with changes in consumer shopping patterns, have contributed to a significant consolidation of the consumer product retail industry and the formulation of dominant multi-category retailers. Other trends among retailers are to require manufacturers to supply innovative new products, maintain or reduce product prices or deliver products with shorter lead times, or for the retailer to import generic products directly from foreign sources. The combination of these market influences has created an intensely competitive environment in which our principal customers continuously evaluate which product suppliers to use, resulting in pricing pressures and the need for ongoing improvements in customer service.

Growth by Acquisition

The acquisition of companies that sell name brand, staple consumer product lines to volume purchasers is one of the foundations of our growth strategy. Our ability to continue to make sufficient strategic acquisitions at reasonable prices and to integrate the acquired businesses within a reasonable period of time are important factors in our future earnings growth.

Foreign Operations

Foreign operations, which include manufacturing in Canada, Mexico, Brazil, Columbia, Venezuela and many countries in Europe, and importing products from the Far East, increasingly are becoming important to our business. Foreign operations can be affected by factors such as currency devaluation, other currency fluctuations and the Euro currency conversion, tariffs, nationalization, exchange controls, interest rates, limitations on foreign investment in local business and other political, economic and regulatory risks and difficulties.

Integration of Rubbermaid

Our merger with Rubbermaid incorporated was effective on March 24, 1999. Since the merger, we have continued the process of integrating Rubbermaid's businesses into our businesses, administrative savings initiatives, operations savings initiatives and customer service/sales inititatives. Our ability to integrate these businesses successfully and to realize anticipated operating income improvements continues to be a challenge given the size of Rubbermaid and the differences in corporate culture. All of these issues continue to be important factors in our future earnings growth.