

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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

Date of report (Date of earliest event reported) December 20, 2002

NEWELL RUBBERMAID INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State of Other Jurisdiction of Incorporation)	1-9608 (Commission File Number)	36-3514169 (IRS Employer Identification No.)
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29 East Stephenson Street Freeport, Illinois (Address Principal Executive Offices)	61032-0943 (Zip Code)
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Registrant's telephone number, including area code: (815) 235-4171

Item 5. Other Events.

The opinion of Schiff Hardin & Waite filed herewith is incorporated by reference into the Company's Registration Statement on Form S-3 (Nos. 333-88050).

Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits

(c) Exhibits.

(99) Opinion of Schiff Hardin & Waite

SIGNATURES

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

NEWELL RUBBERMAID INC.

Date: December 20, 2002

By: /s/ Dale L. Matschullat

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Dale L. Matschullat  
Vice President - General  
Counsel

EXHIBIT INDEX

Exhibit No. -----	Description -----
99	Opinion of Schiff Hardin & Waite

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December 20, 2002

Newell Rubbermaid Inc.  
29 East Stephenson Street  
Freeport, Illinois 61032

Ladies and Gentlemen:

We have acted as counsel to Newell Rubbermaid Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-3 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission on May 10, 2002 under the Securities Act of 1933, as amended (the "Securities Act"), registering securities of the Company, including among other securities, debt securities. We have also acted as counsel to the Company in connection with the issuance and sale of the Company's 4-5/8% Notes due 2009 in the aggregate principal amount of \$250,000,000 (the "Notes") in an underwritten public offering pursuant to an Underwriting Agreement dated as of December 17, 2002 between the Company and the underwriters named therein.

The Notes are to be issued under an indenture, dated as of November 1, 1995, between the Company and The Chase Manhattan Bank (National Association) (now known as JPMorgan Chase Bank), as trustee, as filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 3, 1996 (the "Indenture").

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with our opinion, we have examined the Registration Statement, including the exhibits thereto, and such other documents, corporate records, and instruments and have examined such laws and regulations as we have deemed necessary for the purposes of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies and the authenticity of the originals of such latter documents.

In rendering the opinions in this letter we have assumed, without independent investigation or verification, that each party to each of

the documents executed or to be executed, other than the Company, (a) is validly existing and in good standing under the laws of its jurisdiction of organization, (b) has full power and authority to execute such documents to which it is a party and to perform its obligations thereunder, (c) has taken all necessary action to authorize execution of such documents on its behalf by the persons executing same, (d) has properly executed and delivered, or will properly execute and deliver, each of such documents to which it is a party, and (e) has duly obtained all consents or approvals of any nature from and made all filings with any governmental authorities necessary for such party to execute, deliver or perform its obligations under such documents to which it is a party. In addition, in rendering such opinions we have assumed, without independent investigation or verification, (i) that the execution and delivery of,

and performance of their respective obligations under, the documents executed or to be executed by each party thereto, other than the Company, do not violate any law, rule, regulation, agreement or instrument binding upon such party, (ii) that each of such documents is the legal, valid and binding obligation of, and enforceable against, each party thereto, other than the Company, and (iii) that the execution and delivery by the Company of, and performance by it of its obligations under, such documents do not violate any law, rule, regulation, agreement or instrument binding upon the Company or require any consent or approval from or filing with any governmental authority (except that we do not make the assumption set forth in this clause (iii) with respect to those laws, rules and regulations of the states of Delaware, Illinois and New York and the United States of America, in each case, that, in our experience, are normally applicable to transactions of the type provided for by the documents executed or to be executed, but without our having made any special investigation with respect to any other laws, rules or regulations).

Based on the foregoing and subject to the qualifications set forth below, we are of the opinion that the Notes, when issued, authenticated and delivered in accordance with the provisions of the Underwriting Agreement, the Indenture and the Officer's Certificate and Company Order required under Sections 301 and 303 of the Indenture, against payment of the agreed-upon consideration therefor, will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

The opinions set forth above are subject to the following qualifications:

A. The opinions expressed herein with respect to the legality, validity, binding nature and enforceability of the Notes are subject to (i) applicable laws relating to bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws affecting creditors' rights generally, whether now or hereafter in effect and (ii) general principles of equity, including, without limitation, concepts of materiality, laches, reasonableness, good faith and fair dealing and the principles regarding when injunctive or other equitable remedies will be available (regardless of whether considered in a proceeding at law or in equity).

B. The foregoing opinions are limited to the laws of the State of Illinois, the State of New York, the General Corporation Law of Delaware, and the federal laws of the United States of America, and we express no opinion as to the laws of any other jurisdiction.

The opinions expressed in this opinion letter are as of the date of this opinion letter only and as to the laws covered hereby only as they are in effect on that date. The opinions herein are limited to the matters expressly set forth in this opinion letter, and no opinion is given or may be inferred beyond the matters expressly set forth in this opinion letter.

We hereby consent to the filing of this opinion as Exhibit 99 to the Company's Current Report on Form 8-K and to the reference to us under the caption "Legal Matters" in the Prospectus contained in the Registration Statement.

Very truly yours,

SCHIFF HARDIN & WAITE

By: /s/ Frederick L. Hartmann

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Frederick L. Hartmann