

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

FORM S-8
 Registration Statement
 under
 The Securities Act of 1933

NEWELL RUBBERMAID INC.
 (Exact name of registrant as specified in its charter)

DELAWARE
 (State or other jurisdiction
 of incorporation or
 organization)

36-3514169
 (I.R.S. employer
 identification no.)

10B Glenlake Parkway
 Suite 600
 Atlanta, Georgia 30328
 (Address of principal executive offices, including zip code)

NEWELL RUBBERMAID INC. 401(k) SAVINGS PLAN
 (Full title of the plan)

Dale L. Matschullat
 Vice President-General Counsel
 & Corporate Secretary
 10B Glenlake Parkway
 Suite 600
 Atlanta, Georgia 30328
 (Name and address of agent for service)

(770) 407-3830
 (Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel
 Schiff Hardin LLP
 6600 Sears Tower
 Chicago, Illinois 60606
 (312) 258-5500

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1.00 share (including Common Stock Purchase Rights)	3,357,824(1)(2)	\$21.555(2)	\$72,377,896.32(2)	\$8,518.88(1)
Interests in the Plan	(3)	(3)	(3)	(3)

~~(1) In addition to previously registering shares of Common Stock for issuance under the Newell Rubbermaid Inc. 401(k) Savings Plan (the "Plan"), the Registrant previously registered shares of Common Stock for issuance under the Rubbermaid Retirement Plan for Collectively Bargained Associates (the "Rubbermaid Plan") (File No. 333-105170). The Rubbermaid Plan subsequently has been merged into the Plan. There are 3,357,823 shares of Common Stock that remain unissued under the Rubbermaid Plan as of its merger date. The previously paid registration fee relating to these registered but unissued shares is \$7,900.88. The Registrant is filing this Registration Statement to register an additional share and to carry forward the 3,357,823 shares and the associated filing fee of \$7,900.88. Offsetting this amount from the filing fee calculated for this Registration Statement (\$8,518.88) results in a filing fee of \$618 required to be paid with respect to this Registration Statement. (The Registrant is concurrently filing a post effective amendment to Registration~~

~~Statement No. 333-105179 to deregister the remaining shares issuable under the Rubbermaid Plan.)~~

- ~~(2) Estimated on the basis of \$21.555 per share, the average of the high and low sales prices of the Common Stock as reported on the New York Stock Exchange on May 16, 2005. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)~~
- ~~(3) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan described herein for which no separate fee is required.~~
- ~~(4) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.~~

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~~REGISTRATION OF ADDITIONAL SECURITIES — STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8~~

~~The contents of the following Registration Statements filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference:~~

- ~~(i) Registration Statement on Form S-8 (File No. 33-25196) filed on October 31, 1988 registering Common Stock issuable under the Plan and Amendment No. 1 to such Form S-8 filed on November 18, 1988 registering the Purchase Rights attached to the Common Stock;~~
- ~~(ii) Registration Statement on Form S-8 (File No. 333-62047) filed on August 23, 1995 registering additional shares of Common Stock issuable under the Plan;~~
- ~~(ii) Registration Statement on Form S-8 (File No. 333-38621) filed on October 23, 1997 registering additional shares of Common Stock issuable under the Plan;~~
- ~~(iv) Registration Statement on Form S-8 (File No. 333-105178) filed on May 12, 2003 registering additional shares of Common Stock issuable under the Plan, and Post Effective Amendment No. 1 to such Form S-8 filed on May 16, 2003;~~

~~PART II~~

~~INFORMATION REQUIRED IN THE REGISTRATION STATEMENT~~

~~All information required in this Registration Statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the Registration Statements, including the Amendments thereto described above, which are incorporated herein by reference.~~

~~ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.~~

~~The following documents filed by the Registrant are incorporated herein by reference:~~

- ~~(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004;~~
- ~~(b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of~~

~~1934 since the end of 2004; and~~

~~(c) The description of the Registrant's Rights contained in the
Registration Statement on Form S-8/A filed October 27, 2003.~~

~~All documents subsequently filed by the Registrant or the Plan
pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities
Exchange Act of 1934, prior to the filing of a post effective
amendment which indicates that all securities offered hereby have been
sold or which deregisters all securities then remaining unsold, shall
be deemed to be incorporated by reference herein to be a part hereof
from the date of filing of such documents.~~

~~ITEM 8. EXHIBITS.~~

~~The Exhibits filed herewith are set forth on the Exhibit Index
filed as part of this Registration Statement.~~

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~~SIGNATURES~~

~~THE REGISTRANT. Pursuant to the requirements of the Securities
Act of 1933, as amended, the Registrant certifies that it has
reasonable grounds to believe that it meets all the requirements for
filing on Form S-8 and has duly caused this Registration Statement to
be signed on its behalf by the undersigned, thereunto duly authorized,
in the City of Atlanta, State of Georgia, on the 12th day of May,
2005.~~

~~NEWELL RUBBERMAID INC.
(Registrant)~~

~~By: /s/ J. Patrick Robinson~~

~~J. Patrick Robinson
Vice President Chief
Financial Officer~~

~~Each person whose signature appears below appoints J. Patrick
Robinson, Ronald L. Hardnoek and Dale L. Matschullat, or any one of
them, as such person's true and lawful attorneys to execute in the
name of each such person, and to file, any pre effective or post
effective amendments to this Registration Statement that any of such
attorneys shall deem necessary or advisable to enable the Registrant
to comply with the Securities Act of 1933, as amended, and any rules,
regulations and requirements of the Securities and Exchange Commission
with respect thereto, in connection with this Registration Statement,
which amendments may make such changes in such Registration Statement
as any of the above named attorneys deems appropriate, and to comply
with the undertakings of the Registrant made in connection with this
Registration Statement; and each of the undersigned hereby ratifies
all that any of said attorneys shall do or cause to be done by virtue
thereof.~~

~~Pursuant to the requirements of the Securities Act of 1933, as
amended, this Registration Statement has been signed by the following
persons in the capacities and on the dates indicated.~~

SIGNATURE

TITLE

DATE

/s/ Joseph Galli, Jr.

Chief Executive Officer (Principal
Executive Officer) and Director

May 12, 2005

Joseph Galli, Jr.

/s/ J. Patrick Robinson

Vice President - Chief Financial
Officer (Principal Financial Officer)

May 12, 2005

J. Patrick Robinson

/s/ Ronald L. Hardnock

Vice President - Corporate Controller
(Principal Accounting Officer)

May 12, 2005

Ronald L. Hardnock

Director

Thomas E. Clarke

/s/ Scott S. Cowen

Director

May 12, 2005

Scott S. Cowen

/s/ Michael T. Cowhig

Director

May 12, 2005

Michael T. Cowhig

/s/ Mark D. Ketchum

Director

May 12, 2005

Mark D. Ketchum

/s/ William D. Marohn

Chairman of the Board and Director

May 12, 2005

William D. Marohn

/s/ Elizabeth Cuthbert Millett

Director

May 12, 2005

Elizabeth Cuthbert Millett

/s/ Cynthia A. Montgomery

Director

May 12, 2005

Cynthia A. Montgomery

SIGNATURE

TITLE

DATE

/s/ Allan P. Newell

Director

May 12, 2005

~~Allan P. Newell~~

~~/s/ Gordon R. Sullivan~~ Director ~~May 12, 2005~~

~~Gordon R. Sullivan~~

~~/s/ Raymond G. Viault~~ Director ~~May 12, 2005~~

~~Raymond G. Viault~~

~~THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on May 12, 2005.~~

~~NEWELL RUBBERMAID INC.
401(k) SAVINGS PLAN~~

~~By: /s/ Thomas J. Nohl~~

~~Thomas J. Nohl
Benefit Plans Committee~~

INDEX TO EXHIBITS

Exhibit
Number

Exhibit

4 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, File No. 001-09608), as amended by a First Amendment to Rights Agreement effective as of September 29, 2003, between the Company and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1/A, filed October 27, 2003).

23 Consent of Ernst & Young LLP.

24 Power of Attorney (set forth on the signature page).

~~CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM~~

~~We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Newell Rubbermaid Inc. 401(k) Savings Plan of our reports dated February 25, 2005, with respect to the consolidated financial statements and schedule of Newell Rubbermaid Inc., Newell Rubbermaid Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Newell Rubbermaid Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2004, filed with the Securities and Exchange Commission.~~

~~/s/ ERNST & YOUNG LLP~~

~~Chicago, Illinois
May 16, 2005~~