

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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Newell Co.

(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

(Address of principal executive offices, including zip code)

THE NEWELL LONG-TERM SAVINGS AND INVESTMENT PLAN  
(Full title of the plan)

Dale L. Matschullat  
Vice President-General Counsel  
Newell Co.

Newell Center  
29 East Stephenson Street  
Freeport, Illinois 61032

(Name and address of agent for service)

(815) 235-4171

(Telephone number, including area code, of agent for service)

With a copy to:

Linda Jeffries Wight  
Schiff Hardin & Waite  
7200 Sears Tower  
Chicago, Illinois 60606  
(312) 258-5619

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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 per share				
Preferred Stock Purchase Rights	500,000(1)	\$25.63(1)	\$2,815,000(1)	\$4,419(1)
Interests in the Plan	(2)	(2)	(2)	(2)

(1) Based upon the number of shares that would be purchased by the trustee of the trust established in connection with the Newell Long-Term Savings and Investment Plan during the two-year period beginning with the effective date of this Registration Statement, if the estimated aggregate employee and employer contributions during such period were invested in such Common Stock at \$25.63 per share, the average of the high and low sales prices reported on the New York Stock Exchange on August 18, 1995. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)

(2) 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.

## GENERAL INSTRUCTIONS

### E. Registration of Additional Securities

The contents of the registration statement on Form S-8 (File No. 33-25196) filed by the registrant with the Securities and Exchange Commission on October 31, 1988 registering its Common Stock, \$1.00 par value per share, issuable pursuant to The Newell Long-Term Savings and Investment Plan, and the contents of Amendment No. 1 thereto, filed by the registrant with the Securities and Exchange Commission on November 18, 1988, registering the Preferred Stock Purchase Rights attached to the aforementioned Common Stock, are hereby incorporated by reference.

## 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 statement, and post effective Amendment No. 1 thereto, of the registrant on Form S-8 (File No. 33-25196) both of which are incorporated herein by reference.

#### Item 8. Exhibits.

The Exhibits filed herewith are set forth on the exhibit index filed as part of this registration statement on page S-4 hereof.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 Rockford, State of Illinois, on this 23rd day of August, 1995.

NEWELL CO.

By: /s/ William T. Alldredge

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 William T. Alldredge  
 Vice President - Finance

Each person whose signature appears below appoints William P. Sovey and William T. Alldredge or either of them, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any amendments to this registration statement that either 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 the registration of interests in the Newell Long-Term Savings and Investment Plan and the shares of Common Stock of the Registrant that are subject to this registration statement (and the Preferred Stock Purchase Rights attached thereto), which amendments may make such changes in such registration statement as either 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 either of said attorneys shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ William P. Sovey William P. Sovey	Vice Chairman and Chief Executive Officer (Principal Executive Officer) and Director	August 23, 1995
/s/ William T. Alldredge William T. Alldredge	Vice President - Finance (Principal Financial Officer)	August 23, 1995
/s/ Thomas A. Ferguson, Jr. Thomas A. Ferguson, Jr.	President and Chief Operating Officer and Director	August 23, 1995
/s/ Donald L. Krause Donald L. Krause	Senior Vice President - Controller (Principal Accounting Officer)	August 23, 1995

/s/	Daniel C. Ferguson Daniel C. Ferguson	Chairman of the Board of Directors	August 23, 1995
/s/	Alton F. Doody Alton F. Doody	Director	August 23, 1995
/s/	Gary H. Driggs Gary H. Driggs	Director	August 23, 1995
/s/	Robert L. Katz Robert L. Katz	Director	August 23, 1995
/s/	John J. McDonough John J. McDonough	Director	August 23, 1995
/s/	Elizabeth Cuthbert Millet Elizabeth Cuthbert Millet	Director	August 23, 1995
/s/	Allan P. Newell Allan P. Newell	Director	August 23, 1995
/s/	Henry B. Pearsall Henry B. Pearsall	Director	August 23, 1995

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan Sponsor has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockford, State of Illinois, on August 23, 1995.

THE NEWELL LONG-TERM SAVINGS  
AND INVESTMENT PLAN

By: Newell Pension Committee

By:/s/ C.R. Davenport

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C.R. Davenport, Member

INDEX TO EXHIBITS

Exhibit Number	Exhibit
5	Opinion of Schiff Hardin & Waite
23.1	Consent of Schiff Hardin & Waite (Contained in their opinion filed as Exhibit 5)
23.2	Consent of Arthur Andersen LLP
24	Powers of attorney (set forth on the signature page of this registration statement)



August 23, 1995

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington, DC 20549-1004

Re: Newell Co. - Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Newell Co., a Delaware corporation (the "Company"), in connection with its filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the registration of an additional 500,000 shares of the Company's common stock, \$1.00 par value, and the related Preferred Stock Purchase Rights attached thereto (collectively, the "Stock"), issuable pursuant to The Newell Long-Term Savings and Investment Plan (the "Plan"), together with the related interests in the Plan.

In this connection, we have examined such documents and have made such factual and legal investigations as we have deemed necessary or appropriate for the purpose of this opinion.

Based upon the foregoing, it is our opinion that those shares of Stock covered by the Registration Statement that are issued in accordance with the terms of the Plan will be legally issued, fully paid and non-assessable. We draw to your attention, however, that the Wisconsin Supreme Court has held that the provisions of a predecessor of Section 180.0622 of the Wisconsin Business Corporation Law relating to shareholders' liability for employee wages are applicable to foreign corporations qualified to do business in the State of Wisconsin, such as the Company.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

SCHIFF HARDIN & WAITE

By: /s/ Linda Jeffries Wight  
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Linda Jeffries Wight

LJW:ag



CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 28, 1995 included in Newell Co.'s Form 10-K for the year ended December 31, 1994 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP  
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ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin  
August 22, 1995