

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response: 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FRANKLIN MARTIN E</u>  (Last) (First) (Middle) <u>C/O NEWELL BRANDS</u> <u>221 RIVER STREET</u>  (Street) <u>HOBOKEN NJ 07030</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL BRANDS INC [ NWL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2017		J/K <sup>(1)(2)</sup>		2,653,699	D	(1)(2)	2,047,227	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call Option (obligation to sell)	(1)(2)	03/17/2017		J/K <sup>(1)(2)</sup>		2,979,961		03/17/2017	03/17/2017	Common Stock	2,979,961	\$0.00	0	D	
Put option (right to sell)	(1)(2)	03/17/2017		J/K <sup>(1)(2)</sup>		2,979,961		03/17/2017	03/17/2017	Common Stock	2,979,961	\$0.00	0	D	

**Explanation of Responses:**

1. On March 17, 2017, the reporting person settled collar arrangements entered into the second quarter of 2016 pursuant to which he wrote a covered call option and purchased a put option. The collar arrangements obligated the reporting person to deliver to unaffiliated third party purchasers up to 2,979,961 shares of NWL common stock on the expiration date of the contracts. In exchange for assuming this obligation, the reporting person received a cash payment of \$182.7 million as of the date of settlement of the contracts. The reporting person pledged 2,979,961 shares of NWL common stock (the "Pledged Shares") to secure his obligation under the contracts, and retained dividend and voting rights in the Pledged Shares during the term of the pledge. On March 17, 2017, the settlement price of the NWL common stock was \$48.51.

2. (continued from Footnote 1) Accordingly, the reporting person transferred to the purchasers 2,653,699 of the Pledged Shares, and the purchasers returned to the reporting person the remaining 326,262 Pledged Shares.

**Remarks:**

/s/ Michael Peterson, attorney-in-fact for Martin E. Franklin 03/21/2017

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.