

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A NO. 1

Annual Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the fiscal year ended
December 31, 1995

Commission file number
1-9608

NEWELL CO.

(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.))

Newell Center

29 East Stephenson Street, Freeport, Illinois
(Address of principal executive offices)

61032-0943

(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 Preferred 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 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. [X]

There were 158.7 million shares of the Registrant's common stock
outstanding as of January 31, 1996. 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 nonaffiliates
of the Registrant was approximately \$3,960.3 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.

This Amendment No. 1 is being filed in order to include Exhibit 12 to
this Form 10-K.

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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 CO.
Registrant
By /s/ William T. Alldredge

William T. Alldredge
Vice President-Finance

Date March 24, 1996

Pursuant to the requirements of the Securities Exchange Act
of 1934, this report has been signed below on March 24, 1996, by
the following persons on behalf of the Registrant and in the capacities
indicated.

Signature

Title

/s/ William P. Sovey

Vice Chairman and Chief Executive Officer
(Principal Executive Officer)

William P. Sovey

/s/ Thomas A. Ferguson

Thomas A. Ferguson

President and Chief Operating
Officer and Director

/s/ Donald L. Krause

Donald L. Krause

Senior Vice President-Corporate Controller
(Principal Accounting Officer)

/s/ William T. Alldredge

William T. Alldredge

Vice President-Finance
(Principal Financial Officer)

/s/ Daniel C. Ferguson

Daniel C. Ferguson

Chairman of the Board

/s/ Alton F. Doody

Alton F. Doody

Director

/s/ Gary H. Driggs Director

Gary H. Driggs

/s/ Robert L. Katz Director

Robert L. Katz

/s/ John J. McDonough Director

John J. McDonough

/s/ Elizabeth Cuthbert Millett Director

Elizabeth Cuthbert Millett

/s/ Cynthia A. Montgomery Director

Cynthia A. Montgomery

/s/ Allan P. Newell Director

Allan P. Newell

/s/ Henry B. Pearsall Director

Henry B. Pearsall

(C) EXHIBIT INDEX

	Exhibit Number	Description of Exhibit
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Item 3. Articles of Incorporation and By-Laws	3.1	Restated Certificate of Incorporation of Newell Co., as amended as of September 7, 1995.
	3.2	By-Laws of Newell Co., as amended through November 9, 1995 (incorporated by reference to Exhibit 4.2 to Pre-effective Amendment No. 1 to the Company's Registration Statement on Form S-3, Reg. No. 33-64225, filed January 23, 1996).
Item 4. Instruments defining the rights of security holders, including indentures	4.1	Restated Certificate of Incorporation of Newell Co., as amended as of May 10, 1995 is included in Item 3.1.
	4.2	By-Laws of Newell Co., as amended through November 9, 1995, are included in Item 3.2.
	4.3	Rights Agreement dated as of October 20, 1988 between the Company and First Chicago Trust Company of New York (formerly known as Morgan Shareholders Services Trust Company)(incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K dated October 25, 1988).
	4.4	Indenture dated as of April 15, 1992, between the Company and The Chase Manhattan Bank (National Association). 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 period ended March 31, 1992).
		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
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Item 10.	Material Contracts	
	*10.1	The Newell Long-Term Savings and Investment Plan, as amended and restated effective May 1, 1993 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1993 (the "June 1993 Form 10-Q").
	*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 October 23, 1986.
	*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 1981 Form S-14).
	*10.5	Newell Operating Company's ROI Cash Bonus Plan, effective July 1, 1966, as amended (incorporated by reference to Exhibit 10.9 to the 1981 Form S-14).
	*10.6	Newell Operating Company's Pension Plan for Salaried and Clerical Employees, as amended and restated, effective January 1, 1989 (incorporated by reference to Exhibit 10.2 to the June 1993 Form 10-Q).
	*10.7	Newell Operating Company's Pension Plan for Factory and Distribution Hourly-Paid Employees, as amended and restated, effective January 1, 1984 (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 1985 (File No. 0-7843) (the "1985 Form 10-K")).

Exhibit Number -----	Description of Exhibit -----
*10.8	Newell Operating Company's Supplemental Retirement Plan for Key Executives, effective January 1, 1982, as amended (incorporated by reference to Amendment No. 2 to the Company's Registration Statement on Form S-14, File No. 2-71121, filed February 2, 1982).
10.9	Securities Purchase Agreement dated June 21, 1985 between American Tool Companies, Inc. and the Company (incorporated by reference to Exhibit 10.13 to the 1985 Form 10-K).
*10.10	Form of Employment Security Agreement with six executive officers (incorporated by reference to Exhibit 10.10 to the 1990 Form 10-K).
10.11	Letter Agreement dated as of August 13, 1991 between The Black & Decker Corporation and the Company (incorporated by reference to Exhibit 1 to the Company's Statement on Schedule 13D dated August 22, 1991).
10.12	Standstill Agreement dated as of September 24, 1991 between The Black & Decker Corporation and the Company (incorporated by reference to Exhibit 3 to Amendment No. 1 to the Company's Statement on Schedule 13D dated September 26, 1991 (the "Schedule 13D Amendment")).
*10.13	Newell Co. 1993 Stock Option Plan, effective February 9, 1993 (incorporated by reference to the Company's Registration Statement on Form S-8, File No. 33-67632, filed August 19, 1994).
10.14	Form of Placement Agency Agreement relating to private placement to accredited investors of unsecured notes of the Company (incorporated by reference to Exhibit 10.20 to the 1993 Form 10-K).

Exhibit Number	Description of Exhibit
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10.15	364-Day Credit Agreement dated as of June 12, 1995 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 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1995 (the "June 1995 Form 10-Q")).
10.16	Five Year Credit Agreement dated as of June 12, 1995 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 10.2 to the June 1995 Form 10-Q).
Item 12	Statements re computation of ratios
12	Statement of Computation of Fixed Charges (in thousands, except ratio data)
Item 21.	Subsidiaries of the Registrant
21.1	Subsidiaries of the Company.
Item 23.	Consent of experts and counsel
23.1	Consent of Arthur Andersen 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.

STATEMENT OF COMPUTATION OF
EARNINGS TO FIXED CHARGES
(in thousands, except ratio data)

	For the Years Ended December 31,				
	1995	1994	1993	1992	1991
Earnings Available to Fixed Charges:					
Income before income taxes	\$370,785	\$329,292	\$275,556	\$277,564	\$224,048
Fixed charges					
Interest Expense	49,812	29,970	19,062	20,417	13,151
Portion of rent determined to be interest (1)	12,634	10,494	8,580	6,237	5,643
Eliminate Equity in Earnings	(5,993)	(5,700)	(3,800)	(3,400)	(1,200)
Total Earnings Available for Fixed Charges	\$427,238	\$364,056	\$299,398	\$300,818	\$241,642
Fixed Charges					
Interest Expense	\$ 49,812	\$ 29,970	\$ 19,062	\$ 20,417	\$ 13,151
Portion of rent determined to be interest (1)	12,634	10,494	8,580	6,237	5,643
Total Fixed Charges	\$ 62,446	\$ 40,464	\$ 27,642	\$ 26,654	\$ 18,794
Ratio of Earnings to Fixed Charges	6.84	9.00	10.83	11.29	12.86

(1) 33% of gross rent expense was deemed to approximate the interest portion of short- long-term leases.