

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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* <b>POLK MICHAEL B</b>  (Last) (First) (Middle) <b>C/O NEWELL BRANDS INC.</b> <b>6655 PEACHTREE DUNWOODY ROAD</b>  (Street) <b>ATLANTA GA 30328</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NEWELL BRANDS INC [ NWL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/06/2017</b>	
	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	03/06/2017		A	V	40,355 <sup>(1)</sup>	A	\$0	524,112 <sup>(1)</sup>	D	
Common Stock								47,303	I	By Trust (spouse as trustee)
Common Stock								58,031	I	Michael B. Polk December 2012 5-year GRAT
Common Stock								96,500	I	Michael B. Polk May 2015 3-year GRAT
Common Stock								92,500	I	Michael B. Polk August 2016 3-year GRAT
Common Stock								92,500	I	Michael B. Polk August 2016 5-year GRAT
Common Stock								92,500	I	Michael B. Polk August 2016 7-year GRAT

**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				

**Explanation of Responses:**

1. Reflects the distribution of shares of common stock from GRATs. The distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and as such, have not been previously reported.

**Remarks:**

/s/ Michael R. Peterson,  
Attorney in Fact for Michael    03/07/2017  
B. Polk

\*\* 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.

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