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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

February 23, 2005

Newell Rubbermaid Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-09608

363514169

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

10B Glenlake Parkway, Suite 600, Atlanta, Georgia

30328

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

770-407-3800

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On February 23, 2005, Newell Rubbermaid Inc. (the "Company") entered in employment security agreements (the "Agreements") with the following executive officers of the Company: Steven G. Marton, President – Office Products Group; and Raymond J. Johnson, President – Global Manufacturing and Supply Chain. The material terms of the Agreements, which provide for the covered executive to receive severance payments and other benefits in the event of a termination of employment, under certain circumstances, following a "change in control" of the Company, are summarized under Item 1.01 of the Company's Current Report on Form 8-K dated November 10, 2004, as filed with the Securities and Exchange Commission on November 15, 2004, which description is incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 10

Form of Employment Security Agreement between the Company and each of Steven G. Marton and Raymond J. Johnson (incorporated by reference to Exhibit 10 to the Company's Current Report on Form 8-K dated November 10, 2004).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Newell Rubbermaid Inc.

March 1, 2005

By: */s/ Dale L. Matschullat*

Name: Dale L. Matschullat

Title: Vice President - General Counsel and Corporate Secretary