SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
for the Quarterly Period Ended June 30, 2002

Commission File Number 1-9608

NEWELL RUBBERMAID INC.

(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.)

29 East Stephenson Street
Freeport, Illinois 61032-0943
(Address of principal executive offices)
(Zip Code)

(815) 235-4171
(Registrant's telephone number, including area code)

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, and (2) has been subject to such filing requirements for the past 90 days.

Yes /x/ No / /

Number of shares of common stock outstanding (net of treasury shares) as of July 24, 2002: 267,171,518.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED, IN THOUSANDS, EXCEPT PER SHARE DATA)

	Quarter Ended June 30, 2002	Quarter Ended June 30, 2001	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001
Net sales	$1,894,990	$1,724,653	$3,491,998	$3,335,389
Cost of products sold	1,374,404	1,271,118	2,552,298	2,490,078
GROSS INCOME	520,586	453,535	939,700	845,311
Selling, general and administrative expenses	330,039	278,459	629,194	543,066
Restructuring costs	8,852	7,695	18,639	17,674
Goodwill amortization	-	14,182	-	28,255
OPERATING INCOME	181,695	153,199	291,867	256,316

Nonoperating expenses:				
Interest expense	29,313	35,596	54,373	74,917
Other, net	18,106	3,306	26,000	6,115
Net nonoperating expenses	47,419	38,902	80,373	81,032
INCOME BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	134,276	114,297	211,494	175,284
Income taxes	45,654	42,290	71,908	64,856
INCOME BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	88,622	72,007	139,586	110,428
Cumulative effect of accounting change, net of tax	-	-	(514,949)	-
NET INCOME (LOSS)	$88,622	$72,007	($375,363)	$110,428
Weighted average shares outstanding:				
Basic	267,032	266,648	266,929	266,633
Diluted	268,045	266,813	267,750	266,881
Earnings (loss) per share:				
Basic				
Before cumulative effect of accounting change	$0.33	$0.27	$0.52	$0.41
Cumulative effect of accounting change	-	-	(1.93)	-
Net income (loss) per common share	$0.33	$0.27	($1.41)	$0.41

	Quarter Ended June 30, 2002	Quarter Ended June 30, 2001	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001
Diluted				
Before cumulative effect of accounting change	$0.33	$0.27	$0.52	$0.41
Cumulative effect of accounting change	-	-	(1.92)	-
Net income (loss) per common share	$0.33	$0.27	($1.40)	$0.41
Dividends per share	$0.21	$0.21	$0.42	$0.42

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)

	June 30, 2002 (UNAUDITED)	December 31, 2001
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$10,068	$6,802
Accounts receivable, net	1,429,215	1,298,177
Inventories, net	1,290,715	1,113,797
Deferred income taxes	224,269	238,468
Prepaid expenses and other	208,182	193,408
TOTAL CURRENT ASSETS	3,162,449	2,850,652
LONG-TERM INVESTMENTS	-	79,492
OTHER ASSETS	308,767	293,245
PROPERTY, PLANT AND EQUIPMENT, NET	1,776,533	1,689,152
GOODWILL, NET	1,851,301	2,069,715
OTHER INTANGIBLE ASSETS, NET	298,414	283,866
TOTAL ASSETS	$7,397,464	$7,266,122

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (CONT.)
(DOLLARS IN THOUSANDS)

	June 30, 2002 (UNAUDITED)	December 31, 2001
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$ 30,483	$19,104
Accounts payable	655,792	501,259
Accrued compensation	123,906	124,660
Other accrued liabilities	917,553	936,146
Income taxes	141,878	145,183
Current portion of long-term debt	300,165	807,500
TOTAL CURRENT LIABILITIES	2,169,777	2,533,852
LONG-TERM DEBT	2,216,541	1,365,001
OTHER NONCURRENT LIABILITIES	399,467	359,526

DEFERRED INCOME TAXES	83,417	73,685
MINORITY INTEREST	2,504	685
COMPANY-OBLIGATED MANDATORILY REDEEMABLE CONVERTIBLE PREFERRED SECURITIES OF A SUBSIDIARY TRUST	499,997	499,997
STOCKHOLDERS' EQUITY:		
Common stock, authorized shares, 800.0 million at $1.00 par value; Outstanding shares: 2002 - 282.8 million 2001 - 282.4 million	282,812	282,376
Treasury stock, at cost; Shares held: 2002 - 15.7 million 2001 - 15.6 million	(409,557)	(408,457)
Additional paid-in capital	230,102	219,823
Retained earnings	2,083,610	2,571,255
Accumulated other comprehensive loss	(161,206)	(231,621)
TOTAL STOCKHOLDERS' EQUITY	2,025,761	2,433,376
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$7,397,464	$7,266,122

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED, IN THOUSANDS)

	Six Months Ended June 30, 2002	2001
OPERATING ACTIVITIES:		
Net income (loss)	($375,363)	$110,428
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Cumulative effect of accounting change	514,949	-
Depreciation and amortization	146,417	167,404
Deferred income taxes	38,134	3,395
Noncash restructuring charges	6,107	7,972
Other	13,311	1,620
Changes in current accounts excluding the Effects of acquisitions:		
Accounts receivable	(53,196)	(71,259)
Inventories	(87,338)	(26,739)
Other current assets	(13,827)	14,876
Accounts payable	132,820	88,332
Accrued liabilities and other	(23,311)	63,728
NET CASH PROVIDED BY OPERATING ACTIVITIES	298,703	359,757
INVESTING ACTIVITIES:		
Acquisitions, net of cash acquired	(228,821)	(16,383)
Expenditures for property, plant and equipment	(101,157)	(124,273)
Disposals of noncurrent assets and other	6,907	17,684
NET CASH USED IN INVESTING ACTIVITIES	(323,071)	(122,972)
FINANCING ACTIVITIES:		
Proceeds from issuance of debt	520,754	12,675
Payments on notes payable and long-term debt	(391,031)	(143,531)
Cash dividends	(112,115)	(111,990)
Proceeds from exercised stock options and other	9,448	992
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	27,056	(241,854)
Exchange rate effect on cash	578	(1,666)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,266	(6,735)
Cash and cash equivalents at beginning of year	6,802	22,525

	Six Months Ended June 30, 2002	2001
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$10,068	$15,790
Supplemental cash flow disclosures		
cash paid during the period for:		
Interest, net of amounts capitalized	$40,988	$81,457
Income taxes, net of refunds	25,546	(27,643)

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 - GENERAL INFORMATION

The unaudited condensed consolidated financial statements included herein have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission, and reflect all adjustments necessary to present a fair statement of the results for the periods reported, subject to normal recurring quarter-end adjustments, none of which is expected to be material. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and the notes thereto included in the Company's latest Annual Report on Form 10-K.

SEASONAL VARIATIONS: The Company's product groups are only moderately affected by seasonal trends. The Rubbermaid and Calphalon/WearEver business segments typically have higher sales in the second half of the year due to retail stocking related to the holiday season; the Levolor/Hardware business segment typically has higher sales in the second and third quarters due to an increased level of do-it-yourself projects completed in the summer months; and the Parker/Eldon business segment typically has higher sales in the second and third quarters due to the back-to-school season. Because these seasonal trends are moderate, the Company's consolidated quarterly sales generally do not fluctuate significantly, unless there had been a major acquisition.

TRADE NAMES AND GOODWILL: In June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations" and No. 142, "Goodwill and Other Intangible Assets" effective for fiscal years beginning after December 31, 2001. Under the new rules, goodwill and intangible assets deemed to have indefinite lives will no longer be amortized, but will be subject to periodic impairment tests in accordance with the statements. Other intangible assets will continue to be amortized over their useful lives. The statements also required business combinations initiated after June 30, 2001 to be accounted for using the purchase method of accounting, and established new criteria for recording intangible assets separate from goodwill.

Pursuant to the adoption of SFAS No. 142, all amortization expense on trade names and goodwill ceased on January 1, 2002. During 2001 and the first quarter of 2002, the Company performed the required impairment tests of goodwill and indefinite lived intangible assets as of January 1, 2002 and recorded a pre-tax goodwill impairment charge of

$538.0 million in the first quarter of 2002 (with an after-tax charge totaling $514.9 million). In determining this amount of goodwill impairment, the Company measured the impairment loss as the excess of the carrying amount of goodwill over the implied fair value of goodwill. In addition, the Company will test again for impairment if events or circumstances occur subsequent to the Company's annual impairment tests that would more likely than not reduce the fair value of a reporting unit below its carrying amount. There are no additional impairment charges anticipated for 2002.

Goodwill represented the excess of cost over identifiable net assets of businesses acquired. Prior to the adoption of SFAS No. 142, trade names acquired in business combinations were not typically recognized separately from goodwill. Through the year ended December 31, 2001, trade names and goodwill were amortized over 40 years and other identifiable intangible assets were amortized over 5 to 20 years. Upon adoption of SFAS No. 142, certain trade names have not been "carved-out" from goodwill as they had not been identified and measured at fair value in the initial recording of a business combination.

A summary of changes in the Company's goodwill during the six months ended June 30, 2002 is as follows (IN MILLIONS):

Balance at December 31, 2001	$2,069.7
Acquisitions and adjustments	
American Tool	297.6
Other	22.0
	319.6
Impairments -	
Levolor/Hardware segment	(322.0)
Parker/Eldon segment	(126.9)
Calphalon/WearEver segment	(89.1)
	(538.0)
Balance at June 30, 2002	$1,851.3

The results of operations on a pro forma basis for the quarter and six months ended June 30, restated as though the amortization of trade names and goodwill had been discontinued on January 1, 2001 are as follows (IN MILLIONS, EXCEPT PER SHARE AMOUNTS):

	Quarter Ended June 30, 2002	2001	Six Months Ended June 30, 2002	2001
Reported income before cumulative effect of accounting change	$88.6	$72.0	$139.5	$110.4
Cumulative effect of accounting change, net of tax	-	-	(514.9)	-
Reported net income (loss)	88.6	72.0	(375.4)	110.4
Add back: Goodwill and trade name amortization, net of tax	-	16.2	-	26.6
Adjusted net income (loss)	$88.6	$88.2	($375.4)	$137.0
Reported basic net income (loss) per share	$0.33	$0.27	($1.41)	$0.41
Add back: Goodwill and trade name amortization, net of tax	-	0.06	-	0.10
Adjusted basic net income (loss) per share	$0.33	$0.33	($1.41)	$0.51
Reported diluted net income (loss) per share	$0.33	$0.27	($1.40)	$0.41
Add back: Goodwill and trade name amortization, net of tax	-	0.06	-	0.10
Adjusted diluted net income (loss) per share	$0.33	$0.33	($1.40)	$0.51

NOTE 2 - ACQUISITIONS AND DIVESTITURES

ACQUISITIONS:

On April 30, 2002, the Company completed the purchase of American Tool Companies, Inc. ("American Tool"), a leading manufacturer of hand tools and power tool accessories. The Company had previously held a 49.5% stake in American Tool, which had been accounted for under the equity method prior to acquisition. This purchase marks a significant expansion and enhancement of the Company's product lines and customer base, launching it squarely in the estimated $10 billion-plus global market for hand tools and power tool accessories. The preliminary purchase price was $467 million, which included $197 million for the majority 50.5% ownership stake, the repayment of $243 million in American Tool debt and $27 million of transaction costs. The purchase price is subject to adjustment based on the final closing balance sheet. At the time of acquisition, the Company paid off American Tool's senior debt, senior subordinated debt and debt under their revolving credit agreement. The Company is in the process of obtaining third party valuations of certain financial positions; thus, the allocation of the purchase price is subject to change.

Other than the American Tool purchase, the Company has not made any significant acquisitions in 2002 or 2001. Other acquisitions aggregated approximately $5.3 million and $6.5 million in the first six months of 2002 and 2001, respectively, and $58.1 for the calendar year 2001.

The 2002 and 2001 transactions were all accounted for as purchases; therefore, results of operations are included in the accompanying Condensed Consolidated Financial Statements since their respective acquisition dates. The purchase prices for the 2002 acquisitions have been allocated on a preliminary basis to the fair market value of the assets acquired and liabilities assumed. The Company's final integration plans may include exit costs for certain plants and product lines and employee termination costs. The final adjustments to the purchase price allocations are not expected to be material to the financial statements. The preliminary purchase price allocations for the first and second quarter 2002 acquisitions and the final purchase price allocations for all the 2001 acquisitions resulted in goodwill of approximately $328 million.

The unaudited consolidated results of operations on a pro forma basis (as though the 2002 acquisition of the American Tool business had been completed on January 1, 2001) are as follows (IN MILLIONS, EXCEPT PER SHARE AMOUNTS):

SIX MONTHS ENDED JUNE 30,	2002	2001
Net sales	$3,638.9	$3,776.1
Income before accounting change	139.6	110.6
Basic earnings per share before accounting change	$0.52	$0.41
Net income (loss)	(375.3)	110.6
Basic earnings (loss) per share	($1.41)	$0.41

WITHDRAWN DIVESTITURE:

On June 18, 2001, the Company announced an agreement for the sale of Anchor Hocking. On January 14, 2002, the Federal Trade Commission (the "FTC") filed a complaint seeking to enjoin the sale of Anchor. On January 21, 2002, the Company signed an amended agreement with the buyer to divest Anchor, excluding the foodservice business because the FTC alleged the sale of Anchor to the current buyer could reduce competition in the market for glassware in the foodservice industry. On April 22, 2002, the U.S. District Court for the District of Columbia granted the FTC's motion for a preliminary injunction.

On June 10, 2002, the Company announced that it had withdrawn plans to sell its Anchor Hocking glass business to Libbey Inc. and will continue to operate the business as part of its broad housewares portfolio. Transaction costs approximating $13.6 million were recorded as Nonoperating Expenses in the second quarter.

NOTE 3 - RESTRUCTURING COSTS

During 2002 and 2001, the Company recorded restructuring charges associated with the Company's strategic restructuring plan announced on May 3, 2001. Through this restructuring plan, management intends to streamline the Company's supply chain to enable it to be the low cost global provider throughout the Company's product portfolio. The plan's terms include reducing worldwide headcount by approximately 3,000 people over the three years beginning in 2001, and consolidating duplicative manufacturing facilities. In the first six months of 2002, the Company incurred facility exit costs and employee severance and termination benefit costs for approximately 850 employees, as described in the table below. Under the restructuring plan, 22 facilities have been exited and headcount has been reduced by 2,550 employees.

Certain expenses incurred in the reorganization of the Company's operations are considered to be restructuring expenses. Pre-tax restructuring costs consisted of the following (IN MILLIONS):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
Facility and other exit costs	$1.8	$1.8	$4.7	$3.3
Employee severance and termination benefits	7.0	3.9	13.3	9.8
Exited contractual commitments	0.1	-	0.6	-
Other	-	2.0	-	4.6
Recorded as Restructuring Costs	8.9	7.7	18.6	17.7
Discontinued Product Lines (in Cost of Sales)	0.5	-	4.1	-
Total Costs Related to Restructuring Plans	$9.4	$7.7	$22.7	$17.7

Restructuring provisions were determined based on estimates prepared at the time the restructuring actions were approved by management, and also include amounts recognized as incurred. A summary of the Company's restructuring plan reserves is as follows (IN MILLIONS):

	12/31/00 BALANCE	PROVISION	COSTS INCURRED*	6/30/01 BALANCE
Facility and other exit costs	$11.8	$3.3	($7.1)	$8.0
Employee severance and termination benefits	3.3	9.8	(6.7)	6.4
Exited contractual commitments	4.6	-	(1.3)	3.3
Other	2.2	4.6	(2.0)	4.8
	$21.9	$17.7	($17.1)	$22.5

	12/31/01 BALANCE	PROVISION	COSTS INCURRED*	6/30/02 BALANCE
FACILITY AND OTHER EXIT COSTS	$20.1	$8.8	($11.6)	$17.3
Employee severance and termination benefits	6.2	13.3	(15.3)	4.2
Exited contractual commitments	1.9	0.6	(0.7)	1.8
	$28.2	$22.7	($27.6)	$23.3

* Cash paid for restructuring activities was $21.7 million and $12.5 million in the first six months of 2002 and 2001, respectively.

The facility and other exit cost reserves of $17.3 million at June 30, 2002 are primarily related to future minimum lease payments on a vacated Levolor/Hardware European facility and closure costs related to six additional facilities (one at Rubbermaid, one at Parker/Eldon, two at Levolor/Hardware and two at Calphalon/WearEver). Severance reserves of $4.2 million at June 30, 2002 are primarily related to payments to approximately 33 former Newell executives who are receiving severance payments under employment agreements. As of June 30, 2002, $1.8 million of reserves remain for restructuring charges recorded in 1999 for contractual commitments on abandoned Rubbermaid computer software.

NOTE 4 - INVENTORIES

Inventories are stated at the lower of cost or market value. The components of inventories, net of LIFO reserve, were as follows (IN MILLIONS):

	June 30, 2002	December 31, 2001
Materials and supplies	$241.1	$223.2
Work in process	200.6	162.0
Finished products	849.0	728.6
	$1,290.7	$1,113.8

NOTE 5 - PROPERTY, PLANT AND EQUIPMENT

Replacements and improvements are capitalized. Expenditures for maintenance and repairs are charged to expense. Depreciation expense is calculated to amortize, principally on the straight-line basis, the cost of the depreciable assets over their depreciable lives. Maximum useful lives determined by the Company are: buildings and improvements (20 to 40 years) and machinery and equipment (3 to 12 years). Property, plant and equipment consisted of the following (IN MILLIONS):

	June 30, 2002	December 31, 2001
Land	$63.0	$59.5
Buildings and improvements	779.7	732.5
Machinery and equipment	2,727.8	2,546.2
	3,570.5	3,338.2
Accumulated depreciation	(1,794.0)	(1,649.0)
	$1,776.5	$1,689.2

NOTE 6 - LONG-TERM DEBT

The following is a summary of long-term debt (IN MILLIONS):

	June 30, 2002	December 31, 2001
Medium-term notes	$1,412.5	$1,012.5
Commercial paper	644.6	707.5
Preferred debt securities	450.0	450.0
Other long-term debt	9.6	2.5
Total debt	2,516.7	2,172.5
Current portion of long-term debt	(300.2)	(807.5)
Long-term Debt	$2,216.5	$1,365.0

The revolving credit agreement (and related commercial paper), medium term notes and mandatorily redeemable convertible preferred securities are all unsecured.

On September 18, 2001, the Company entered into an agreement with a financial institution creating a financing entity that is consolidated in the Company's financial statements. Under the agreement, the Company regularly enters into transactions with the financing entity to sell an undivided interest in substantially all of the Company's United States trade receivables to the financing entity. In the quarter ended September 30, 2001, the financing entity issued $450.0 million in preferred debt securities to the financial institution. Those preferred debt securities must be retired or redeemed before the Company can have access to the financing entity's receivables. The receivables and the corresponding $450.0 million preferred debt issued by the subsidiary to the financial institution are recorded in the consolidated accounts of the Company. The proceeds of this debt were used to pay down commercial paper issued by the Company. Under the circumstances, the Company can require that the preferred debt securities be converted into notes that mature in 2008. The entire principal amount thereof is considered to be long-term debt. The provisions of the debt agreement allow the entire outstanding debt to be called upon certain events including the Company's debt rating falling below investment grade and certain levels of accounts receivable write-offs. As of June 30, 2002, the Company was in compliance with the agreement. As of June 30, 2002 and December 31, 2001, the aggregate amount of outstanding receivables sold under the agreement was $722.7 million and $689.3 million, respectively.

The Company completed a new $1,300.0 million Syndicated Revolving Credit Facility ("Revolver") on June 14, 2002, replacing the existing $1,300.00 revolving credit agreement, which was scheduled to terminate in August 2002. The new Revolver consists of a $650.0 million 364-day

credit agreement and a $650.0 million five-year credit agreement. At June 30, 2002, there were no borrowings under the Revolver.

On March 14, 2002 the Company issued $500.0 million of Senior Notes with five-year and ten-year maturities. The $500.0 million Senior Notes consist of $250.0 million in 6.00% Senior Notes due 2007 and $250.0 million in 6.75% Senior Notes due 2012. On March 12, 2002, the five-year notes were swapped to a floating rate, resulting in a 2.98% rate for the first six months of the swap. The proceeds of this issuance were used to pay down commercial paper. This issuance is reflected in the outstanding amount of medium-term notes noted above and the entire amount is considered to be long-term debt.

NOTE 7 - EARNINGS PER SHARE

The calculation of basic and diluted earnings per share for the year-to-date period is shown below (IN MILLIONS, EXCEPT PER SHARE DATA):

	BASIC METHOD	"IN THE MONEY" OPTIONS(1)	CONVERTIBLE PREFERRED SECURITIES(2)	DILUTED METHOD
QUARTER ENDED JUNE 30, 2002				
Net income	$88.6	-	-	$88.6
Weighted average shares outstanding	267.0	1.0	-	268.0
Earnings per share	$0.33			$0.33
QUARTER ENDED JUNE 30, 2001				
Net income	$72.0	-	-	$72.0
Weighted average shares outstanding	266.6	0.2	-	266.8
Earnings per share	$0.27			$0.27
SIX MONTHS ENDED JUNE 30, 2002				
Income before cumulative effect of accounting change	$139.6	-	-	$139.6
Weighted average shares outstanding	266.9	0.9	-	267.8
Earnings per share	$0.52			$0.52
Net loss	($375.4)	-	-	($375.4)
Weighted average shares outstanding	266.9	0.9	-	267.8
Loss per share	($1.41)			($1.40)
SIX MONTHS ENDED JUNE 30, 2001				
Net income	$110.4	-	-	$110.4
Weighted average shares outstanding	266.6	0.3	-	266.9
Earnings per share	$0.41			$0.41

(1) The weighted average shares outstanding for the six months ended June 30, 2002 and 2001 exclude approximately 3.7 million and 7.4 million stock options, respectively, because such options had an exercise price in excess of the average market value of the Company's common stock during the respective periods and would, therefore, be anti-dilutive.

(2) The convertible preferred securities are anti-dilutive in 2002 and 2001, and therefore have been excluded from diluted earnings per share. Had the convertible preferred shares been included in the diluted earnings per share calculation, net income would be increased by $8.8 million and $8.4 million in the six months ended June 30, 2002 and 2001, respectively, and weighted average shares outstanding would have increased by 9.9 million shares in both periods.

NOTE 8 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated other comprehensive income (loss) encompasses net after-tax unrealized gains or losses on securities available for sale, foreign currency translation adjustments, net losses on derivative instruments and net minimum pension liability adjustments and is recorded within stockholders' equity.

The following table displays the components of accumulated other comprehensive income or loss (IN MILLIONS):

	After-Tax Unrealized Gain (Loss)	Foreign Currency Translation Loss	After-tax Derivatives Hedging Gain (Loss)	After-tax Minimum Pension Liability	Accumulated Other Comprehensive Loss
Balance at December 31, 2001	$ -	($213.1)	($14.0)	($4.5)	($231.6)
Current year change	-	62.7	7.7	-	70.4
Balance at June 30, 2002	$ -	($150.4)	($6.3)	($4.5)	($161.2)

Total comprehensive income (loss) amounted to the following (IN MILLIONS):

	Quarter Ended June 30, 2002	Quarter Ended June 30, 2001	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001
Net income (loss)	$88.6	$72.0	($375.3)	$110.4
Foreign currency translation gain (loss)	96.3	(14.6)	62.7	(84.0)
After-tax derivatives hedging gain (loss)	6.0	8.9	7.7	(8.2)
After-tax unrealized gain on securities	-	1.4	-	0.5
Comprehensive income (loss)	$190.9	$67.7	($304.9)	$18.7

NOTE 9 - INDUSTRY SEGMENTS

In the first quarter of 2002, the Company announced the realignment of its operating segment structure. This realignment reflects the Company's focus on building large consumer brands, promoting organizational integration and operating efficiencies and aligning the businesses with the Company's key account strategy. The four operating segments have been named for leading worldwide brands in the Company's product portfolio. The realignment streamlines what had previously been five operating segments. Last year's amounts have been reclassified to conform with the 2002 presentation. The Company's segment results are as follows (IN MILLIONS):

	Quarter Ended June 30, 2002	Quarter Ended June 30, 2001	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001
NET SALES (1) (2)				
Rubbermaid	$649.9	$628.5	$1,271.7	$1,271.0
Parker/Eldon	542.1	505.1	922.5	866.0
Levolor/Hardware	447.2	349.4	778.3	680.4
Calphalon/WearEver	255.8	241.7	519.5	518.0

	$1,895.0	$1,724.7	$3,492.0	$3,335.4
OPERATING INCOME (3)				
Rubbermaid	$39.4	$42.8	$94.5	$100.7
Parker/Eldon	108.3	96.0	141.1	128.2
Levolor/Hardware	41.6	35.3	64.0	57.6
Calphalon/WearEver	9.4	9.0	30.2	31.1
Corporate (4)	(7.7)	(22.2)	(15.2)	(43.6)
	191.0	160.9	314.6	274.0
Restructuring Costs (5)	(9.3)	(7.7)	(22.7)	(17.7)
	$181.7	$153.2	$291.9	$256.3
CAPITAL EXPENDITURES				
Rubbermaid	$37.9	$25.8	$51.4	$50.8
Parker/Eldon	7.7	23.7	16.6	35.4
Levolor/Hardware	14.2	6.4	20.6	14.4
Calphalon/WearEver	2.9	10.7	7.9	22.9
Corporate	2.5	(2.0)	4.7	0.8
	$65.2	$64.6	$101.2	$124.3

DEPRECIATION AND AMORTIZATION				
Rubbermaid	$34.0	$30.2	$64.4	$61.1
Parker/Eldon	15.6	14.0	30.6	28.6
Levolor/Hardware	9.1	5.3	16.3	15.2
Calphalon/WearEver	11.0	10.6	21.7	22.7
Corporate	8.7	19.7	13.4	39.8
	$78.4	$79.8	$146.4	$167.4

IDENTIFIABLE ASSETS	June 30, 2002	December 31, 2001
Rubbermaid	$1,543.2	$1,551.3
Parker/Eldon	1,293.7	1,216.8
Levolor/Hardware	1,227.3	790.8
Calphalon/WearEver	744.2	787.4
Corporate (6)	2,589.1	2,919.8
	$7,397.5	$7,266.1

GEOGRAPHIC AREA INFORMATION

	Quarter Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
NET SALES				
United States	$1,380.0	$1,238.5	$2,554.2	$2,399.6
Canada	81.7	79.0	145.4	145.0
North America	1,461.7	1,317.5	2,699.6	2,544.6
Europe (7)	328.4	299.4	620.6	605.9
Central and South America (8)	76.0	85.6	123.9	145.5
All other	28.9	22.2	47.9	39.4
	$1,895.0	$1,724.7	$3,492.0	$3,335.4
OPERATING INCOME				
United States	$139.2	$114.4	$231.7	$187.4
Canada	10.3	12.2	14.6	21.8
North America	149.5	126.6	246.3	209.2
Europe	15.7	13.1	22.6	28.6
Central and South America	10.7	12.3	13.5	15.9
All other	5.8	1.2	9.5	2.6
	$181.7	$153.2	$291.9	$256.3

IDENTIFIABLE ASSETS (9)	June 30, 2002	December 31, 2001
United States	$4,923.4	$5,067.8
Canada	127.2	118.0
North America	5,050.6	5,185.8
Europe	1,982.0	1,737.0
Central and South America	285.1	295.7
All other	79.8	47.6
	$7,397.5	$7,266.1

1) Sales to Wal-Mart Stores, Inc. and subsidiaries amounted to approximately 16% of consolidated net sales in the first six months of 2002 and 2001. Sales to no other customer exceeded 10% of consolidated net sales for either period.
2) All intercompany transactions have been eliminated.
3) Operating income is net sales less cost of products sold and selling, general and administrative expenses. Certain headquarters expenses of an operational nature are allocated to business segments and geographic areas primarily on a net sales basis. Goodwill amortization is considered a corporate expense and not allocated to business segments.
4) Corporate operating expenses consist primarily of administrative costs that cannot be allocated to a particular segment.
5) Restructuring costs are recorded as both Restructuring Costs and as part of Cost of Products Sold in the Condensed Consolidated Statements of Income (refer to Note 3 for additional detail.) Restructuring Costs are not allocated to business segments and are not part of Operating Income.
6) Corporate assets primarily include trade names, goodwill, equity investments and deferred tax assets.
7) No sales attributed to any individual European country are material.
8) This category includes Argentina, Brazil, Colombia, Mexico and Venezuela.
9) Transfers of finished goods between geographic areas are not significant.

NOTE 10 - ACCOUNTING PRONOUNCEMENTS

In August 2001, the FASB issued SFAS No. 144, "Accounting for Impairment or Disposal of Long-Lived Assets." This statement established a single accounting model for long-lived assets to be disposed of by sale and provides additional implementation guidance for assets to be held and used and assets to be disposed of other than by sale. The statement supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of" and amends the accounting and reporting provisions of Accounting Principles Board ("APB") Opinion No. 30 related to the disposal of a segment of a business. The statement was adopted by the Company on January 1, 2002, and had no impact on earnings.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities included in restructurings. This Statement eliminates the definition and requirements for recognition of exit costs as defined in EITF Issue 94-3, and requires that liabilities for exit activities be recognized when incurred instead of at the exit activity commitment date. The Company is in the process of determining the impact of SFAS No. 146 on the financials, but does not expect a material impact.

NOTE 11 - CONTINGENCIES

The Company is involved in legal proceedings in the ordinary course of its business. These proceedings include claims for damages arising out of use of the Company's products, allegations of infringement of intellectual property, commercial disputes and employment matters, as well as environmental matters. Some of the legal proceedings include claims for punitive as well as compensatory damages, and a few proceedings purport to be class actions.

Although management of the Company cannot predict the ultimate outcome of these legal proceedings with certainty, it believes that the ultimate resolution of the Company's legal proceedings, including any amounts it may be required to pay in excess of amounts reserved, will not have a material effect on the Company's financial statements.

PART I

Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
RESULTS OF OPERATIONS AND FINANCIAL CONDITION

RESULTS OF OPERATIONS

The following table sets forth for the periods indicated items from the Consolidated Statements of Income as a percentage of net sales.

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2002	2001	2002	2001
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	72.5%	73.7%	73.1%	74.7%
GROSS INCOME	27.5%	26.3%	26.9%	25.3%
Selling, general and administrative expenses	17.4%	16.1%	18.0%	16.3%
Restructuring costs	0.5%	0.5%	0.5%	0.5%
Goodwill amortization	-- %	0.8%	-- %	0.8%
OPERATING INCOME	9.6%	8.9%	8.4%	7.7%
Nonoperating expenses:				
Interest expense	1.5%	2.1%	1.6%	2.2%
Other, net	1.0%	0.2%	0.7%	0.2%
Net nonoperating expenses	2.5%	2.3%	2.3%	2.4%
INCOME BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	7.1%	6.6%	6.1%	5.3%
Income taxes	2.4%	2.4%	2.1%	2.0%
INCOME BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	4.7%	4.2%	4.0%	3.3%
Cumulative effect of accounting change, net of tax	-- %	-- %	(14.7)%	-- %
NET INCOME (LOSS)	4.7%	4.2%	(10.7)%	3.3%

ITEMS AFFECTING COMPARABILITY

Several events occurred during the first six months of 2002 and 2001 that affected the comparability of operating results. These events are described below to help isolate their impact on continuing operations and to help better identify operating trends. For purposes of comparison, operating results will be discussed with and without the following events:

* RESTRUCTURING ACTIVITIES: During 2002 and 2001, the Company recorded restructuring charges associated with the Company's strategic restructuring plan announced on May 3, 2001. Through this strategic restructuring plan, management intends to streamline the Company's supply chain to enable it to be the low cost global provider throughout the Company's product portfolio. The strategic restructuring plan includes reducing worldwide headcount by approximately 3,000 people over the three years beginning in 2001, and consolidating duplicative manufacturing facilities. During the first six months of 2002 and 2001, the Company incurred pre tax restructuring expenses of $18.6 million and $17.7 million, or $0.05 and $0.04 per diluted share, respectively. Under the strategic restructuring plan, 22 facilities have been exited and headcount has been reduced by approximately 2,550 employees. See Note 3 to the unaudited Condensed Consolidated Financial Statements.

* ADOPTION OF NEW GOODWILL ACCOUNTING: On January 1, 2002, the Company adopted SFAS No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142"). Pursuant to the adoption of SFAS No. 142, all amortization expense on goodwill and intangible assets with indefinite lives ceased on January 1, 2002. Therefore, no goodwill and indefinite life intangible asset amortization is recorded in 2002 earnings. On a comparative basis, goodwill and indefinite life intangibles after- tax amortization expense was $16.2 million ($0.06 per diluted share) and $26.6 million ($0.10 per diluted share) for the three months and six months ended June 30, 2001, respectively.

  In addition, during the first quarter of 2002, the Company recorded a $514.9 million after tax goodwill impairment charge. This charge was recorded as a cumulative effect of an accounting change in the unaudited Condensed Consolidated Statements of Income. There are no additional impairment charges anticipated for 2002. See Note 1 to the unaudited Condensed Consolidated Financial Statements for further information on the adoption of SFAS No. 142.

* AMERICAN TOOL ACQUISITION: On April 30, 2002, the Company acquired the remaining 50.5% ownership interest in American Tool Companies, Inc. ("American Tool") for $467 million,

  which included the assumption of all outstanding American Tool debt and miscellaneous transaction costs. The purchase price is preliminary and subject to adjustment based on the final closing balance sheet. The Company now owns 100% of the outstanding shares of American Tool. With fiscal 2001 revenue of $440.7 million and manufacturing and distribution facilities around the world, the American Tool purchase marks a significant expansion and enhancement of the Company's product lines and customer base, launching it squarely into the estimated $10 billion-plus global market for hand tools and power tool accessories. The acquisition has been accounted for as a purchase and is described further in Note 2 to the unaudited Condensed Consolidated Financial Statements.

  Since the acquisition, American Tool's operations have been consolidated with the Company's. Prior to May 1, 2002, the Company's 49.5% ownership interest in American Tool was accounted for under the equity method of accounting, and was recognized as other income and included in Non-operating Expenses in the unaudited Condensed Consolidated Statements of Income. The Company recorded other income of $0.6 million and $4.3 million for the six months ended June 30, 2002 and 2001, respectively, related to the 49.5% equity income in

American Tool prior to the acquisition.

* ANCHOR HOCKING TRANSACTION: On June 10, 2002, the Company withdrew plans to sell its Anchor Hocking glass business to Libbey Inc. ("Libbey") and will continue to operate the business as part of its broad housewares portfolio. The Federal Trade Commission ("FTC") had been granted a preliminary injunction against the sale of Anchor to Libbey, as the FTC alleged the sale of Anchor to Libbey could reduce competition in the market for glassware in the foodservice industry. During the quarter ended June 30, 2002, the Company expensed $13.6 million, or $0.03 per diluted share, of transaction related costs in other Non-operating Expense.

THREE MONTHS ENDED JUNE 30, 2002 VS.
THREE MONTHS ENDED JUNE 30, 2001

CONSOLIDATED OPERATING RESULTS:

Net sales for the three months ended June 30, 2002 ("Second Quarter") were $1,895.0 million, an increase of $170.3 million, or 9.9%, from $1,724.7 million in the comparable quarter of 2001. Excluding $78.7 million of sales from the American Tool acquisition, sales increased 5.3%. The internal sales growth was driven primarily by the Company's focus on sales and marketing initiatives toward strategic customers and new product introductions, partially offset by product price reductions.

Gross income was $520.6 million in the Second Quarter of 2002, a $67.1 million, or 14.8%, increase from $453.5 million in the comparable quarter of 2001. Gross income margin also increased to 27.5% of sales versus 26.3% in 2001. Excluding $0.8 million ($0.5 million after tax) of product line exit costs related to recent acquisitions and strategic restructurings, gross income was $521.4 million or 27.5% of net sales in 2002. Gross income, both with and without acquisition and strategic restructuring related charges, increased as a result of the American Tool acquisition and the Company's implementation of strategic restructuring and productivity improvement initiatives that continue to focus on streamlining the Company's supply chain, such as eliminating duplicative facilities, reducing headcount and sourcing product from low cost countries. Productivity initiatives reduced costs by approximately $50 million in the Second Quarter of 2002. The Company was able to continue increasing gross income margin despite product price reductions.

Selling, general and administrative expenses ("SG&A") were $330.0 million in the Second Quarter of 2002, a $51.5 million, or 18.5%, increase from $278.5 million in the comparable quarter of 2001. SG&A as a percentage of net sales was 17.4% in 2002 versus 16.1% in the comparable quarter of 2001. Excluding $0.5 million ($0.3 million after tax) of acquisition related charges in 2001, SG&A was $278.0 million or 16.1% of net sales for the Second Quarter of 2001. SG&A, both with and without acquisition related charges, increased primarily due to the American Tool acquisition, the Company's increased investment in new product development and product launches, and planned marketing initiatives (including Strategic Account Management and Phoenix), which support the Company's strategic growth initiatives.

Strategic Account Management is the Company's sales and marketing approach that focuses growth efforts on strategic accounts with high long-term growth potential. Separate sales organizations have been established to more effectively manage the relationship at the largest strategic accounts, specifically Wal*Mart, The Home Depot and Lowe's. The program allows the Company to present these customers with "one face" to enhance the Company's response time, understand the customer's needs and support the best possible customer relationship.

The Phoenix program is a field sales force consisting of approximately 500 recent university graduates that primarily work with strategic accounts to perform in-store product demonstrations, event marketing, on-shelf merchandising, enhance customer interaction and strengthen ongoing relationships with store personnel. Phoenix allows the Company to enhance product placement and minimize stock outages.

The Company recorded pre-tax strategic restructuring charges of $8.9 million ($5.9 million after taxes) and $7.7 million ($4.8 million after tax) in the Second Quarter of 2002 and 2001, respectively. The 2002 Second Quarter pre-tax charge included $1.9 million of facility and other exit costs and $7.0 million of employee severance and termination benefits. The 2001 Second Quarter pre-tax charge included $1.8 million of facility and other exit costs, $3.9 million of employee severance and termination benefits and $2.0 million of other costs. See Note 3 to the unaudited Condensed Consolidated Financial Statements for further information on the strategic restructuring plan.

Operating income was $181.7 million in the Second Quarter of 2002, a $28.5 million, or 18.6%, increase from $153.2 million in the comparable quarter of 2001. Operating income as a percentage of net sales was 9.6% in 2002 versus 8.9% in the comparable quarter of 2001. Excluding strategic restructuring and acquisition related charges, operating income was $191.4 million, or 10.1% of net sales in 2002 versus $161.4 million, or 9.4% of sales in 2001. The increase in operating income, both with and without strategic restructuring and acquisition related charges, is primarily due to 5.3% internal sales growth, approximately $50 million of productivity improvements, the American Tool Acquisition ($7.2 million of operating income), and the impact of the non-amortization provisions of SFAS No. 142 ($16.2 million of amortization expense in the Second Quarter of 2001). Partially offsetting these increases are the cost of the Company's continued investment in sales and marketing initiatives and product price reductions.

Net nonoperating expenses were $47.4 million in the Second Quarter of 2002, an $8.5 million, or 21.9% increase from $38.9 million in the comparable quarter of 2001. The increase in net nonoperating expense was primarily due to $13.6 million ($9.0 million after tax) of Anchor Hocking transaction related costs and reduced equity earnings in American Tool, partially offset by $6.3 million in lower interest expense as a result of lower interest rates on the Company's variable rate borrowings.

The effective tax rate was 34.0% in the Second Quarter of 2002 versus 37.0% in the Second Quarter of 2001. The decrease in the effective tax rate between years is due primarily to the impact of the non-amortization provisions of SFAS No. 142.

Net income was $88.6 million in the Second Quarter of 2002, a $16.6 million, or 23.1%, increase from $72.0 million in the Second Quarter of 2001. Diluted earnings per share were $0.33 in the Second Quarter of 2002 compared to $0.27 in the Second Quarter of 2001. Net income, excluding strategic restructuring and other charges, was $104.0 million in 2002, an increase of $26.9 million from 2001. A reconciliation of net income, excluding strategic restructuring and other charges for 2002 and 2001, is as follows:

	2002		2001	
	Amount	Diluted EPS	Amount	Diluted EPS
Net Income, as Reported	$88.6	$0.33	$72.0	$0.27
Add Back				
Restructuring Costs	5.9	0.02	4.8	0.02
Acquisition Related Costs	0.5	0.00	0.3	0.00
Anchor Hocking Transaction Costs	9.0	0.03	--	--
Rounding	--	0.01	--	--
Net Income, Excluding Charges	$104.0	$0.39	$77.1	$0.29

The increase in net income and diluted earnings per share, excluding charges, was primarily due to 5.3% internal sales growth, improved gross margins from productivity improvements of approximately $50 million, the impact of the non-amortization provisions of the adoption of SFAS No. 142 and lower interest expense, partially offset by product price reductions and the Company's increased investment in sales and marketing initiatives.

BUSINESS GROUP OPERATING RESULTS:

The Company operates in four general segments:

Net Sales by Group:	2002	2001	Percentage Increase/ Decrease
Rubbermaid	$649.9	$628.5	3.4%
Parker/Eldon	542.1	505.1	7.3
Levolor/Hardware	447.2	349.4	28.0
Calphalon/WearEver	255.8	241.7	5.8
Total Net Sales	$1,895.0	$1,724.7	9.9%

Operating Income by Group:	2002	2001	Percentage Increase/ Decrease
Rubbermaid	$39.4	$42.8	(7.9)%
Parker/Eldon	108.3	96.0	12.8
Levolor/Hardware	41.6	35.3	17.8
Calphalon/WearEver	9.4	9.0	4.4
Group Operating Income*	$198.7	$183.1	8.5%

* Group Operating Income excludes Corporate costs and Restructuring Expense. See Note 9 to the unaudited Condensed Consolidated Financial Statements for the detail of Operating Income by Group including Corporate and Restructuring Expense.

RUBBERMAID

Net sales for the 2002 Second Quarter were $649.9 million, an increase of $21.4 million, or 3.4%, from $628.5 million in the comparable quarter of 2001. The 3.4% sales growth was primarily due to 9.6% sales growth at the Rubbermaid Home Products division, partially offset by 6.7% sales decline at Rubbermaid Commercial Products. The primary reasons for the overall sales increase were sales gains at strategic accounts and new product introductions, such as the Rubbermaid TakeAlongs trademark, the Slim Cooler trademark and the Tool Tower trademark and growth in existing products, partially offset by product price reductions.

Operating income for the 2002 Second Quarter was $39.4 million, a decrease of $3.4 million, or 7.9%, from $42.8 million in the comparable quarter of 2001. The decrease is primarily related to continued investment in divisional growth initiatives, including costs related to new product development and product launches primarily television advertising for featured items such as the Slim Cooler trademark and the Tool Tower trademark. These investments and product pricing reductions were partially offset by cost savings from productivity initiatives.

PARKER / ELDON

Net sales for the 2002 Second Quarter were $542.1 million, an increase of $37.0 million, or 7.3%, from $505.1 million in the comparable quarter of 2001. The 7.3% sales growth was fueled primarily by strong back-to-school sales in North America at strategic accounts, new product introductions (including the Sharpie Registration Chisel Tip and Liquid Paper Registration Backtracker trademark), and growth in existing Paper Mate Registration pens, Sharpie Registration permanent markers and Colorific Registration product lines.

Operating income for the 2002 Second Quarter was $108.3 million, an increase of $12.3 million, or 12.8%, from $96.0 million in the comparable quarter of 2001. The increase is primarily related to productivity improvements and increased margin from new products, partially offset by continued investments in divisional growth initiatives, primarily television advertising for the Sharpie Registration and Paper Mate Registration brands.

LEVOLOR / HARDWARE

Net sales for the 2002 Second Quarter were $447.2 million, an increase of $97.8 million, or 28.0%, from $349.4 million in the comparable quarter of 2001. Excluding $78.7 million in sales from the American Tool acquisition, sales increased $19.1 million, or 5.5%. Sales growth was fueled primarily by 10.0% sales growth at the Levolor / Kirsch division related to the size-in-store window blinds rollout at a strategic account. The American Tool acquisition integration continues on plan.

Operating income for the 2002 Second Quarter was $41.6 million, an increase of $6.3 million, or 17.8%, from $35.3 million in the comparable quarter of 2001. Excluding $7.2 million in operating income from the American Tool acquisition, operating income decreased $0.9 million, or 2.5%. The decrease in operating income, excluding American Tool, was primarily due to product price reductions and continued investment in sales and marketing growth initiatives, partially offset by cost savings from productivity initiatives.

CALPHALON / WEAREVER

Net sales for the 2002 Second Quarter were $255.8 million, an increase of $14.1 million, or 5.8%, from $241.7 million in the comparable quarter of 2001. Sales growth related primarily to Calphalon and Anchor Hocking divisions related to new product introductions and existing product sales at strategic accounts, partially offset by product price reductions.

Operating income for the 2002 Second Quarter was $9.4 million, an increase of $0.4 million, or 4.4%, from $9.0 million in the comparable quarter of 2001. The slight increase in operating income was due primarily to cost savings from productivity initiatives and new and existing product growth, offset by product price reductions.

SIX MONTHS ENDED JUNE 30, 2002 VS.
SIX MONTHS ENDED JUNE 30, 2001

CONSOLIDATED OPERATING RESULTS:

Net sales for the six months ended June 30, 2002 were $3,492.0 million, an increase of $156.6 million, or 4.7%, from $3,335.4 million in 2001. Excluding $78.7 million of sales from the American Tool acquisition, sales increased 2.3% from 2001. The 2.3% sales growth was driven primarily by the Company's focus on sales and marketing initiatives toward strategic customers and new product introductions, partially offset by product price reductions.

Gross income for the six months ended June 30, 2002 was $939.7 million, a $94.4 million, or 11.2%, increase from $845.3 million in 2001. Gross income margin also increased to 26.9% of sales versus 25.3% in 2001. Excluding $7.5 million ($5.0 million after tax) of product line exit costs related to recent acquisitions and strategic restructurings, gross income was $947.2 million or 27.1% of net sales in 2002. In the comparable period in 2001, excluding $3.1 million ($2.0 million after tax) of product line exit costs related to recent acquisitions and strategic restructurings, gross income was $848.4 million, or 25.4% of sales. Gross income, with and without acquisition and strategic restructuring related charges, increased as a result of the American Tool acquisition and the Company's implementation of strategic restructuring and productivity improvement initiatives that continue to focus on streamlining the Company's supply chain, such as eliminating duplicative facilities, reducing headcount and sourcing product from low cost countries. Productivity initiatives reduced costs by approximately $100 million in the first half of 2002. The Company was able to continue increasing gross income margin despite product price reductions.

SG&A for the six months ended June 30, 2002 was $629.2 million, an $86.1 million, or 15.9%, increase from $543.1 million in 2001. SG&A as a percentage of net sales was 18.0% in 2002 versus 16.3% in 2001. Excluding $3.4 million ($2.2 million after tax) of acquisition related charges in 2002, SG&A was $625.8 million or 17.9% of net sales in 2002. In 2001, excluding $1.6 million ($1.0 million after tax) of acquisition related charges, SG&A was $541.5 million, or 16.2%. SG&A, both with and without acquisition related charges, increased primarily due to the American Tool acquisition, the Company's increased investment in new product development, product launches, and planned marketing initiatives (including Strategic Account Management and Phoenix), which support the Company's strategic growth initiatives.

The Company recorded pre-tax strategic restructuring charges of $18.6 million ($12.3 million after taxes) and $17.7 million ($11.1 million after tax) for the six months ended June 30, 2002 and 2001, respectively. The 2002 pre-tax charge included $5.3 million of facility and other exit costs and $13.3 million of employee severance and termination benefits. The 2001 pre-tax charge included $3.3 million

of facility and other exit costs, $9.8 million of employee severance and termination benefits, and $4.6 million of other costs. See Note 3 to the unaudited Condensed Consolidated Financial Statements for further information on the strategic restructuring plan.

Operating income for the six months ended June 30, 2002 was $291.9 million, a $35.6 million, or 13.9%, increase from $256.3 million in 2001. Operating income as a percentage of net sales was 8.4% in 2002 versus 7.7% in 2001. Excluding strategic restructuring and acquisition related charges, operating income was $321.4 million, or 9.2% of net sales in 2002 versus $278.7 million, or 8.4% of sales in 2001. The increase in operating income, both with and without strategic restructuring and acquisition related charges, is primarily due to internal sales growth and productivity improvements discussed above, the American Tool Acquisition, and the impact of the non-amortization provisions of SFAS No. 142. Partially offsetting these increases is the cost of the Company's continued investment in sales and marketing initiatives and product price reductions.

Net nonoperating expenses for the six months ended June 30, 2002 were $80.4 million, a $0.6 million, or 0.7% decrease from $81.0 million in 2001. The decrease in net nonoperating expense was due primarily to a $20.5 million decrease in interest expense primarily related to lower interest rates on the Company's variable rate borrowings, offset by $13.6 million ($9.0 million after tax) of Anchor Hocking transaction related costs and reduced equity earnings in American Tool.

The effective tax rate for the six months ended June 30, 2002 was 34.0% versus 37.0% in 2001. The decrease in the effective tax rate between years is due primarily to the impact of the non-amortization provisions of SFAS No. 142.

Net income before cumulative effect of accounting change for the six months ended June 30, 2002 was $139.6 million, a $29.2 million, or 26.4%, increase from $110.4 million in 2001. Diluted earnings per share before cumulative effect of accounting change were $0.52 in 2002 as compared to $0.41 in 2001.

During the first quarter of 2002, the Company completed the required impairment tests of goodwill and indefinite life intangible assets, which resulted in an impairment charge of $514.9 million, net of tax. See Note 1 to the unaudited Condensed Consolidated Financial Statements for further information on the Company's adoption of SFAS No. 142.

Net loss for the six months ended June 30, 2002 was $375.4 million or $1.40 diluted loss per share. Net income for 2001 was $110.4 million, or $0.41 diluted earnings per share. Excluding strategic restructuring and other charges, and the goodwill impairment charge, net income was $168.0 million in 2002, an increase of $43.5 million from 2002. A reconciliation of net income, excluding certain charges for 2002 and 2001 is as follows:

(In millions; except per share data)	2002 Amount	2002 Diluted EPS	2001 Amount	2001 Diluted EPS
Net Income (Loss), as Reported	($375.4)	($1.40)	$110.4	$0.41
Add Back				
Restructuring Costs	12.3	0.05	11.1	0.04
Acquisition Related Costs	7.2	0.03	3.0	0.01
Anchor Hocking Transaction Costs	9.0	0.03	--	--
Goodwill Impairment	514.9	1.92	--	--
Rounding	--	--	--	0.01
Net Income, Excluding Charges	$168.0	$0.63	$124.5	$0.47

The increase in net income and diluted earnings per share, excluding charges, was primarily due to 2.3% internal sales growth, improved gross margins from productivity improvements of approximately $100 million, the impact of the non-amortization provisions of the adoption of SFAS No. 142 and lower interest expense, partially offset by the Company's increased investment in sales and marketing initiatives and product price reductions.

BUSINESS SEGMENT OPERATING RESULTS:

Net Sales by Group:	2002	2001	Percentage Increase/ Decrease
Rubbermaid	$1,271.7	$1,271.0	0.1%
Parker/Eldon	922.5	866.0	6.5
Levolor/Hardware	778.3	680.4	14.4
Calphalon/WearEver	519.5	518.0	0.3
Total Net Sales	$3,492.0	$3,335.4	4.7%

Operating Income by Group:	2002	2001	Percentage Increase/ Decrease
Rubbermaid	$94.5	$100.7	(6.2)%
Parker/Eldon	141.1	128.2	10.1
Levolor/Hardware	64.0	57.6	11.1
Calphalon/WearEver	30.2	31.1	(2.9)
Group Operating Income*	$329.8	$317.6	3.8%

* Group Operating Income excludes Corporate costs and Restructuring Expense. See Note 9 to the unaudited Condensed Consolidated Financial Statements for the detail of Operating Income by Group including Corporate and Restructuring Expense.

RUBBERMAID

Net sales for the six months ended June 30, 2002 were $1,271.7 million, an increase of $0.7 million, or 0.1%, from $1,271.0 million in 2001. The overall sales increase was due to sales gains at strategic accounts and new product introductions, offset by product price reductions.

Operating income for the six months ended June 30, 2002 was $94.5 million, a decrease of $6.2 million, or 6.2%, from $100.7 million in 2001. The decrease is primarily related to continued investment in divisional growth initiatives, including costs related to new product development and product launches primarily television advertising for featured items such as the Slim Cooler[TM] and the Tool Tower[TM] and product price reductions. These investments and product price reductions were partially offset by cost savings from productivity initiatives and margin increases on new product introductions.

PARKER / ELDON

Net sales for the six months ended June 30, 2002 were $922.5 million, an increase of $56.5 million, or 6.5%, from $866.0 million in 2001. The 6.5% sales growth was fueled by sales gains in North America at strategic accounts from new product introductions, including the Sharpie[REGISTERED] Chisel Tip and Liquid Paper[REGISTERED] Backtracker[TM], and growth in existing Paper Mate[REGISTERED] pens, Sharpie[REGISTERED] permanent markers and Colorific[REGISTERED] product lines.

Operating income for the six months ended June 30, 2002 was $141.1 million, an increase of $12.9 million, or 10.1%, from $128.2 million in 2001. The increase is primarily related to productivity improvements and increased margin from new products, partially offset by continued investments in divisional growth initiatives, primarily television advertising for the Sharpie[REGISTERED] and Paper Mate[REGISTERED] brands.

LEVOLOR / HARDWARE

Net sales for the six months ended June 30, 2002 were $778.3 million, an increase of $97.9 million, or 14.4%, from $680.4 million in 2001. Excluding $78.7 million in sales from the American Tool acquisition, sales increased $19.2 million, or 2.8%. Sales growth was related primarily to the Levolor / Kirsch division size-in-store window blinds rollout at a strategic account, partially offset by product price reductions. The American Tool acquisition integration continues on plan.

Operating income for the six months ended June 30, 2002 was $64.0 million, an increase of $6.4 million, or 11.1%, from $57.6 million in 2001. Excluding $7.2 million in operating income from the American Tool acquisition, operating income decreased $0.8 million, or 1.4%. The decrease in operating income, excluding American Tool, was primarily due to product price reductions and continued investment in sales and marketing growth initiatives, partially offset by cost savings from productivity initiatives.

CALPHALON / WEAREVER

Net sales for the six months ended June 30, 2002 were $519.5 million, an increase of $1.5 million, or 0.3%, from $518.0 million in 2001. The slight increase in sales related primarily to the Calphalon division's new product introductions at strategic accounts, offset by product price reductions.

Operating income for the six months ended June 30, 2002 was $30.2 million, a decrease of $0.9 million, or 2.9%, from $31.1 million in 2001. The decrease in operating income was due primarily to product price reductions and continued investment in sales and marketing growth initiatives, partially offset by cost savings from productivity initiatives.

LIQUIDITY AND CAPITAL RESOURCES

SOURCES:

The Company's primary sources of liquidity and capital resources include cash provided from operations and use of available borrowing facilities.

Cash provided from operating activities for the six months ended June 30, 2002 was $298.7 million compared to $359.8 million for the comparable period of 2001. The Company generated free cash flow (defined by the Company as cash provided by operating activities less capital expenditures and dividends) of $85.4 million for the first six months of 2002 compared to $123.5 million for 2001. The planned decrease in free cash flow and operating cash flow between years is due primarily to increased inventory levels for new product introductions and reductions in accrued liabilities, partially offset by higher accounts payable levels and planned capital spending reductions.

The Company has short-term foreign and domestic uncommitted lines of credit with various banks, which are available for short-term financing. Borrowings under the Company's uncommitted lines of credit are subject to discretion of the lender. The Company's uncommitted lines of credit do not have a material impact on the Company's liquidity. Borrowings under the Company's uncommitted lines of credit at June 30, 2002 totaled $30.5 million.

The Company completed a new $1,300.0 million Syndicated Revolving Credit Facility ("Revolver") on June 14, 2002, replacing the existing $1,300.0 revolving credit agreement, which was scheduled to terminate in August 2002. The new Revolver consists of a $650.0 million 364-day credit agreement and a $650.0 million five-year credit agreement. At June 30, 2002, there were no borrowings under the $1,300.0 million revolving credit agreement.

In lieu of borrowings under the Company's revolving credit agreement, the Company may issue up to $1,300.0 million of commercial paper. The Company's revolving credit agreement provides the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may only be issued up to the amount available for borrowing under the Company's revolving credit agreement. At June 30, 2002, $644.6 million (principal amount) of commercial paper was outstanding. Because $650 million of the backup Revolver expires in June 2007, the entire $644.6 million is classified as long-term debt.

The Revolver permits the Company to borrow funds on a variety of interest rate terms. This Revolver requires, among other things, that the Company maintain Total Indebtedness to Total Capital Ratio of 60% and an Interest Coverage Ratio of 4 to 1. As of June 30, 2002, the Company was in compliance with this agreement.

The Company had outstanding at June 30, 2002 a total of $1,412.5 million (principal amount) of medium-term notes. The maturities on these notes range from 3 to 30 years at an average interest rate of 5.41%. Of the outstanding amount of medium-term notes, $300.0 million is classified as current portion of long-term debt and $1,112.5 million is classified as long-term debt.

On March 14, 2002 the Company issued $500.0 million of Senior Notes with five-year and ten-year maturities. The $500.0 million Senior Notes consist of $250.0 million in 6.00% Senior Notes due 2007 and $250.0 million in 6.75% Senior Notes due 2012. The five-year notes were swapped to a floating rate, resulting in a 2.98% rate for the first six months of the swap. The proceeds of this issuance were used to pay down commercial paper. This issuance is reflected in the outstanding amount of medium-term notes noted above and the entire amount is considered to be long-term debt.

On September 18, 2001, the Company entered into an agreement with a financial institution creating a financing entity that is consolidated in the Company's financial statements. Under the agreement, the Company regularly enters into transactions with the financing entity to sell an undivided interest in substantially all of the Company's United States trade receivables to the financing entity. In the quarter ended September 30, 2001, the financing entity issued $450.0 million in preferred debt securities to the financial institution. Those preferred debt securities must be retired or redeemed before the Company can have access to the financing entity's receivables. The receivables and the corresponding $450.0 million preferred debt issued by the subsidiary to the financial institution are recorded in the consolidated accounts of the Company. The proceeds of this debt were used to pay down commercial paper issued by the Company. Because this debt matures in 2008, the entire amount is considered to be long-term debt. The provisions of the debt agreement allow the entire outstanding debt to be called upon certain events including the Company's debt rating falling below investment grade and certain levels of accounts receivable write-offs. As of June 30, 2002, the Company was in compliance with the agreement. As of June 30, 2002 and December 31, 2001, the aggregate amount of outstanding receivables sold under the agreement was $722.7 million and $689.3 million, respectively.

A $500.0 million universal shelf registration statement became effective in July 2002 under which debt and equity securities may be issued. No securities have been issued under this shelf registration statement.

USES:

The Company's primary uses of liquidity and capital resources include acquisitions, dividend payments and capital expenditures.

Cash used for acquisitions was $228.8 million for the first six months of 2002, an increase of $212.4 million from the same period in 2001.

The increase is related primarily to the American Tool acquisition, less a $17.5 million refund of purchase price related to the December 30, 2000 Gillette stationery products group acquisition. In the first six months of 2001, the Company made minor acquisitions. These acquisitions were accounted for as purchases and were paid for with proceeds obtained from the issuance of commercial paper.

The Company repaid $391.0 million of long-term debt for the first six months of 2002. The Company's ability to pay down debt was due primarily to current year cash earnings and increased focus on working capital management (primarily accounts payable).

Cash used for restructuring activities was $21.7 million and $12.5 million in the first six months of 2002 and 2001, respectively. Such cash payments primarily represent employee termination benefits and facility exit costs.

Capital expenditures were $101.2 million and $124.3 million in the first six months of 2002 and 2001, respectively. The decrease in capital expenditures is primarily due to a Company-wide effort to effectively manage and thus reduce these expenditures. Aggregate dividends paid were approximately $112 million during both 2002 and 2001.

Retained earnings decreased $487.6 million in the first six months of 2002. The reduction in retained earnings is due primarily to the $514.9 million, net of tax, non-cash goodwill impairment charge in 2002.

Working capital at June 30, 2002 was $992.7 million compared to $316.8 million at December 31, 2001. The current ratio at June 30, 2002 was 1.46:1 compared to 1.13:1 at December 31, 2001. The increase in working capital and the current ratio is due to the American Tool acquisition, increases in inventory, higher receivables related to sales growth and reduced current portion of long-term debt.

Total debt to total capitalization (total debt is net of cash and cash equivalents, and total capitalization includes total debt, company-obligated mandatorily redeemable convertible preferred securities of a subsidiary trust and stockholders' equity) was .50:1 at June 30, 2002 and .43:1 at December 31, 2001. The increase in total debt to total capitalization is due to the American Tool acquisition. This acquisition was funded by the issuance of commercial paper.

The Company believes that cash provided from operations and available borrowing facilities will continue to provide adequate support for the cash needs of existing businesses; however, certain events, such as significant acquisitions, could require additional external financing.

CRITICAL ACCOUNTING POLICIES

The preparation of the Company's financial statements in conformity with Generally Accepted Accounting Principles in the United States ("US GAAP") requires management to make estimates and judgments regarding future events that affect the amounts reported in the financial statements or disclosed in the accompanying footnotes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and historically such differences have not had a significant impact on the consolidated financial statements.

The following are the more significant accounting policies and methods used by the Company:

* REVENUE RECOGNITION: As required by US GAAP, the Company recognizes revenues and freight billed to customers, net of provisions for customer discounts upon shipment, and when all substantial risks of ownership change. See Note 1 to the consolidated financial statements in the 2001 Form 10-K.

* RECOVERY OF ACCOUNTS RECEIVABLE: The Company evaluates the collectibility of accounts receivable based on a combination of factors. When aware of a specific customer's inability to meet its financial obligations, such as in the case of bankruptcy filings or deterioration in the customer's operating results or financial position, the Company records a specific reserve for bad debt to reduce the related receivable to the amount the Company reasonably believes is collectible. The Company also records reserves for bad debts for all other customers based on a variety of factors including the length of time the receivables are past due and historical collection experience. If circumstances related to specific customers change, the Company's estimates of the recoverability of receivables could be further adjusted.

* INVENTORY RESERVES: The Company reduces its inventory value for estimated obsolete and slow moving inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

* GOODWILL AND INDEFINITE LIFE INTANGIBLE ASSETS: Goodwill and indefinite life intangible assets are assessed for impairment annually or whenever changes in facts and circumstances indicate a possible significant deterioration in the fair value of the reporting unit. If, upon review, the fair value is less than the carrying value of the reporting unit, the

carrying value is written down to estimated fair value. Reporting units are typically operating segments or operations one level below operating segments for which discrete financial information is available and for which segment management regularly reviews the operating results. Because there usually is a lack of quoted market prices for the reporting units, the fair value usually is based on the present values of expected future cash flows using discount rates commensurate with the risks involved in the asset group. The expected future cash flows used for impairment reviews and related fair value calculations are based on judgmental assessments of future production volumes, prices and costs, considering all available information at the date of review. Significant unexpected changes could result in material adjustments.

MARKET RISK

The Company's market risk is impacted by changes in interest rates, foreign currency exchange rates and certain commodity prices. Pursuant to the Company's policies, natural hedging techniques and derivative financial instruments may be utilized to reduce the impact of adverse changes in market prices. The Company does not hold or issue derivative instruments for trading purposes.

The Company's primary market risk is interest rate exposure, primarily in the United States. The Company manages interest rate exposure through its conservative debt ratio target and its mix of fixed and floating rate debt. Interest rate exposure was reduced significantly in 1997 from the issuance of $500.0 million 5.25% Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust, the proceeds of which reduced commercial paper. Interest rate swaps may be used to adjust interest rate exposures when appropriate based on market conditions, and, for qualifying hedges, the interest differential of swaps is included in interest expense.

The Company's foreign exchange risk management policy emphasizes hedging anticipated intercompany and third party commercial transaction exposures of one-year duration or less. The Company focuses on natural hedging techniques of the following form: 1) offsetting or netting of like foreign currency flows, 2) structuring foreign subsidiary balance sheets with appropriate levels of debt to reduce subsidiary net investments and subsidiary cash flows subject to conversion risk, 3) converting excess foreign currency deposits into U.S. dollars or the relevant functional currency and 4) avoidance of risk by denominating contracts in the appropriate functional currency. In addition, the Company utilizes forward contracts and purchased options to hedge commercial and intercompany transactions. Gains and losses related to qualifying hedges of commercial and intercompany transactions are deferred and included in the basis of the underlying transactions. Derivatives used to hedge intercompany loans are marked to market with

the corresponding gains or losses included in the consolidated statements of income.

Due to the diversity of its product lines, the Company does not have material sensitivity to any one commodity. The Company manages commodity price exposures primarily through the duration and terms of its vendor contracts.

The amounts shown below represent the estimated potential economic loss that the Company could incur from adverse changes in either interest rates or foreign exchange rates using the value-at-risk estimation model. The value-at-risk model uses historical foreign exchange rates and interest rates to estimate the volatility and correlation of these rates in future periods. This model estimates a loss in fair market value using statistical modeling techniques that are based on a variance/covariance approach and includes substantially all market risk exposures (specifically excluding equity-method investments). The fair value losses shown in the table below have no impact on results of operations or financial condition as they represent economic, not financial losses.

	2002 AVERAGE	JUNE 30, 2002	2001 AVERAGE	JUNE 30, 2001	CONFIDENCE LEVEL
(In millions)					
Interest rates	$15.5	$15.7	$10.7	$9.1	95%
Foreign exchange	$0.2	$0.3	$1.2	$1.2	95%

The 95% confidence interval signifies the Company's degree of confidence that actual losses would not exceed the estimated losses shown above. The amounts shown here disregard the possibility that interest rates and foreign currency exchange rates could move in the Company's favor. The value-at-risk model assumes that all movements in these rates will be adverse. Actual experience has shown that gains and losses tend to offset each other over time, and it is highly unlikely that the Company could experience losses such as these over an extended period of time. These amounts should not be considered projections of future losses, since actual results may differ significantly depending upon activity in the global financial markets.

EURO CURRENCY CONVERSION

On January 1, 1999, the "Euro" became the common legal currency for 11 of the 15 member countries of the European Union. On that date, the participating countries fixed conversion rates between their existing sovereign currencies ("legacy currencies") and the Euro. On January 4, 1999, the Euro began trading on currency exchanges and became available for non-cash transactions, if the parties elected to use it. On January 1, 2002, participating countries introduced Euro-denominated bills and coins, and effective July 1, 2002, legacy currencies are no longer legal tender.

All businesses in participating countries must conduct all transactions in the Euro and must convert their financial records and reports to be Euro-based. The Company completed an internal analysis of the Euro conversion process to prepare its information technology systems for the conversion and analyze related risks and issues, such as the benefit of the decreased exchange rate risk in cross-border transactions involving participating countries and the impact of increased price transparency on cross-border competition in these countries. The Company believes that the Euro conversion process did not have a material impact on the Company's businesses or financial condition on a consolidated basis.

FORWARD LOOKING STATEMENTS

Forward-looking statements in this Report are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may relate to, but are not limited to, such matters as sales, income, earnings per share, return on equity, return on invested capital, capital expenditures, working capital, dividends, capital structure, free cash flow, debt to capitalization ratios, interest rates, internal growth rates, Euro conversion plans and related risks, pending legal proceedings and claims (including environmental matters), future economic performance, operating income improvements, synergies, management's plans, goals and objectives for future operations and growth or the assumptions relating to any of the forward-looking statements. The Company cautions that forward-looking statements are not guarantees since there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. Factors that could cause actual results to differ include, but are not limited to, those matters set forth in this Report and Exhibit 99 to this Report.

PART I. FINANCIAL INFORMATION

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item is incorporated herein by reference to the section entitled "Market Risk" in the Company's Management's Discussion and Analysis of Results of Operations and Financial Condition (Part I, Item 2).

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is involved in legal proceedings in the ordinary course of its business. These proceedings include claims for damages arising out of use of the Company's products, allegations of infringement of intellectual property, commercial disputes and employment matters, as well as the environmental matters described below. Some of the legal proceedings include claims for punitive as well as compensatory damages, and a few proceedings purport to be class actions.

As of June 30, 2002, the Company was involved in various matters concerning federal and state environmental laws and regulations, including matters in which the Company has been identified by the U.S. Environmental Protection Agency and certain state environmental agencies as a potentially responsible party ("PRP") at contaminated sites under the Federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") and equivalent state laws.

In assessing its environmental response costs, the Company has considered several factors, including: the extent of the Company's volumetric contribution at each site relative to that of other PRPs; the kind of waste; the terms of existing cost sharing and other applicable agreements; the financial ability of other PRPs to share in the payment of requisite costs; the Company's prior experience with similar sites; environmental studies and cost estimates available to the Company; the effects of inflation on cost estimates; and the extent to which the Company's and other parties' status as PRPs is disputed.

The Company's estimate of environmental response costs associated with these matters as of June 30, 2002 ranged between $15.5 million and $19.5 million. As of June 30, 2002, the Company had a reserve equal to $17.5 million for such environmental response costs in the aggregate. No insurance recovery was taken into account in determining the Company's cost estimates or reserve, nor do the Company's cost estimates or reserve reflect any discounting for present value purposes, except with respect to two long-term (30 year) operations and maintenance CERCLA matters which are estimated at present value.

Because of the uncertainties associated with environmental investigations and response activities, the possibility that the

Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility of additional sites as a result of businesses acquired, actual costs to be incurred by the Company may vary from the Company's estimates.

Although management of the Company cannot predict the ultimate outcome of these legal proceedings with certainty, it believes that the ultimate resolution of the Company's legal proceedings, including any amounts it may be required to pay in excess of amounts reserved, will not have a material effect on the Company's financial statements.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF THE SECURITY-HOLDERS

On May 8, 2002, the 2002 Annual Meeting of Stockholders of the Company was held. The following is a brief description of the matter voted upon at the meeting and tabulation of the voting therefore:

Proposal 1. Election of a Board of Directors to hold office for a term of three years.

	Number of Shares	
Nominee	For	Withheld
Alton F. Doody	220,624,796	8,555,139
William D. Marohn	224,914,913	4,265,022
Raymond G. Viault	224,878,872	4,301,063

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

12. Statement of Computation of Ratio of Earnings to Fixed Charges

99.1. Safe Harbor Statement

99.2. Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

99.3. Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K:

Registrant filed a Report on Form 8-K dated April 1, 2002 and a Report on Form 8-K/A dated April 3, 2002, reporting a change in the Company's certifying accountant.

Registrant filed a Report on Form 8-K dated July 10, 2002, setting forth the transitional disclosures required by SFAS Nos. 141 and 142, updated from the transitional disclosures contained in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002.

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, thereunto duly authorized.

NEWELL RUBBERMAID INC.
Registrant

Date: August 9, 2002

/s/ William T. Alldredge

William T. Alldredge
President Corporate Development and Chief Financial Officer

Date: August 9, 2002

/s/ J. Patrick Robinson

J. Patrick Robinson
Vice President Corporate Controller and Chief Accounting Officer

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EXHIBIT 12

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
STATEMENT OF COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(IN THOUSANDS, EXCEPT RATIO DATA)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
Earnings available for fixed charges:				
Income before income taxes and cumulative effect of accounting change	$134,276	$114,297	$211,494	$175,284
Fixed charges:				
Interest expense	29,313	35,596	54,373	74,917
Portion of rent determined to be interest (1)	10,256	8,637	19,903	17,579
Minority interest in income of subsidiary trust	6,676	6,677	13,361	13,354
Equity earnings	155	(1,422)	(749)	(3,728)
	$180,676	$163,785	$298,382	$277,406
Fixed charges:				
Interest expense	$29,313	$35,596	$54,373	$74,917
Portion of rent determined to be interest (1)	10,256	8,637	19,903	17,579
Minority interest in income of subsidiary trust	6,676	6,677	13,361	13,354
	$46,245	$50,910	$87,637	$105,850
Ratio of earnings to fixed charges	3.91	3.22	3.40	2.62

(1) A standard ratio of 33% was applied to gross rent expense to approximate the interest portion of short-term and long-term leases.

EXHIBIT 99.1

NEWELL RUBBERMAID INC. SAFE HARBOR STATEMENT

The Company has made statements in its Annual Report on Form 10-K for the year ended December 31, 2001, as well as in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, and the documents incorporated by reference therein that constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995. These statements are subject to risks and uncertainties. The statements relate to, and other forward-looking statements that may be made by the Company may relate to, information or assumptions about sales, income, earnings per share, return on equity, return on invested capital, capital expenditures, working capital, dividends, capital structure, free cash flow, debt to capitalization ratios, interest rates, internal growth rates, Euro conversion risks, impact of changes in accounting standards, pending legal proceedings and claims (including environmental matters), future economic performance, operating income improvements, synergies, management's plans, goals and objectives for future operations and growth. These statements generally are accompanied by words such as "intend," "anticipate," "believe," "estimate," "project," "target," "expect," "should" or similar statements. You should understand that forward-looking statements are not guarantees since there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. The factors that are discussed below, as well as the matters that are set forth generally in the 2001 Form 10-K, the 2nd Quarter 2002 Form 10-Q and the documents incorporated by reference therein could cause actual results to differ. Some of these factors are described as criteria for success. Our failure to achieve, or limited success in achieving, these objectives could result in actual results differing materially from those expressed or implied in the forward-looking statements. In addition, there can be no assurance that we have correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information we receive with respect to these factors is complete or correct.

RETAIL ECONOMY

Our business depends on the strength of the retail economies in various parts of the world, primarily in North America and to a lesser extent Europe, Central and South America and Asia.

These retail economies are affected primarily by such factors as consumer demand and the condition of the consumer products retail industry, which, in turn, are affected by general economic conditions and events such as the terrorist attacks of September 11, 2001. In recent years, the consumer products retail industry in the U.S. and, increasingly, elsewhere has been characterized by intense competition and consolidation among both product suppliers and retailers. Because such competition, particularly in weak retail economies, can cause retailers to struggle or fail, the Company must continuously monitor, and adapt to changes in, the creditworthiness of its customers.

NATURE OF THE MARKETPLACE

We compete with numerous other manufacturers and distributors of consumer products, many of which are large and well-established. Our principal customers are large mass merchandisers, such as discount stores, home centers, warehouse clubs and office superstores. The rapid growth of these large mass merchandisers, together with changes in consumer shopping patterns, have contributed to the formation of dominant multi-category retailers, many of which have strong bargaining power with suppliers. This environment significantly limits our ability to recover cost increases through selling price increases. Other trends among retailers are to foster high levels of competition among suppliers, to demand that manufacturers supply innovative new products and to require suppliers to maintain or reduce product prices and deliver products with shorter lead times. Another trend is for retailers to import products directly from foreign sources.

The combination of these market influences has created an intensely competitive environment in which our principal customers continuously evaluate which product suppliers to use, resulting in pricing pressures and the need for strong end-user brands, the continuing introduction of innovative new products and constant improvements in customer service.

NEW PRODUCT DEVELOPMENT

Our long-term success in this competitive retail environment depends on our consistent ability to develop innovative new products that create consumer demand for our products. Although many of our businesses have had notable success in developing new products, we need to improve our new product development capability. There are numerous uncertainties inherent in successfully developing and introducing innovative new products on a consistent basis.

MARKETING

Our competitive success also depends increasingly on our ability to develop, maintain and strengthen our end-user brands so that our retailer customers will need our products to meet consumer demand. Our success also requires increased focus on serving our largest customers through key account management efforts. We will need to continue to devote substantial marketing resources to achieving these objectives.

PRODUCTIVITY AND STREAMLINING

Our success also depends on our ability to improve productivity and streamline operations to control and reduce costs. We need to do this while maintaining consistently high customer service levels and making substantial investments in new product development and in marketing our end-user brands. Our objective is to become our retailer customers'

low-cost provider and global supplier of choice. To do this, we will need continuously to improve our manufacturing efficiencies and develop sources of supply on a world-wide basis.

ACQUISITIONS AND INTEGRATION

The acquisition of companies that sell name-brand, staple consumer product lines to volume purchasers has historically been one of the foundations of our growth strategy. Over time, our ability to continue to make sufficient strategic acquisitions at reasonable prices and to integrate the acquired businesses successfully, obtaining anticipated cost savings and operating income improvements within a reasonable period of time, will be important factors in our future growth.

FOREIGN OPERATIONS

Foreign operations, especially in Europe (which is a focus of our international growth) but also in Asia, Central and South America and Canada, are increasingly important to our business. Foreign operations can be affected by factors such as currency devaluation, other currency fluctuations and the Euro currency conversion, tariffs, nationalization, exchange controls, interest rates, limitations on foreign investment in local business and other political, economic and regulatory risks and difficulties.

EXHIBIT 99.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Newell Rubbermaid Inc. (the "Company") on Form 10-Q for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph Galli, Jr., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Joseph Galli, Jr.

Joseph Galli, Jr.
Chief Executive Officer
August 13, 2002

EXHIBIT 99.3

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Newell Rubbermaid Inc. (the "Company") on Form 10-Q for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William T. Alldredge, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ William T. Alldredge

William T. Alldredge
Chief Financial Officer
August 13, 2002