

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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

1. Name and Address of Reporting Person* <u>POLK MICHAEL B</u>  (Last) (First) (Middle) <u>C/O NEWELL RUBBERMAID INC.</u> <u>3 GLENLAKE PKWY.</u>  (Street) <u>ATLANTA GA 30328</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC [ NWL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2015		M		99,884	A	\$37.65	422,122 <sup>(1)</sup>	D	
Common Stock	02/09/2015		F		51,303	D	\$37.65	370,819 <sup>(1)</sup>	D	
Common Stock	02/09/2015		A		419,513 <sup>(2)</sup>	A	\$37.65	790,332 <sup>(1)</sup>	D	
Common Stock	02/09/2015		F		217,518	D	\$37.65	572,814 <sup>(1)</sup>	D	
Common Stock	02/10/2015		S		150,000	D	\$37.92 <sup>(3)</sup>	422,814 <sup>(1)</sup>	D	
Common Stock								37,300 <sup>(4)</sup>	I	Michael B. Polk December 2012 3-year GRAT
Common Stock								83,400 <sup>(4)</sup>	I	Michael B. Polk December 2012 5-year GRAT
Common Stock								86,144 <sup>(4)</sup>	I	Michael B. Polk December 2013 3-year GRAT

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	(5)	02/09/2015		M			99,884	02/09/2015	(6)	Common Stock	99,884	\$0	0	D	

**Explanation of Responses:**

- Reflects the distribution of shares from GRATS. Each distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.
- Acquired upon vesting of performance-based restricted stock units previously granted on February 8, 2012.
- In connection with the stock sale, the reporting person sold 150,000 shares at a weighted average price of \$37.92 at prices ranging from \$37.57 to \$38.14. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

4. Reflects the distribution of shares of common stock from this GRAT. This distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and, as such, has not been previously reported.

5. Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid Inc. common stock.

6. N/A

**Remarks:**

/s/ Christine E. Hermann,  
Attorney-In-Fact for Michael      02/11/2015  
B. Polk

\*\* Signature of Reporting Person      Date

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

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

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

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

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