



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

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NEWELL RUBBERMAID INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of Incorporation or Organization)

36-3514169

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

10 B Glenlake Parkway  
Suite 300  
Atlanta, Georgia

(Address of Principal Executive Offices)

30328

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box. ☐

Securities Act registration statement file number to which this form relates: 001-09608 (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
To Be So Registered

Common Stock Purchase Rights

Name of Each Exchange on Which  
Each Class Is To Be Registered

New York Stock Exchange  
Chicago Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

**Explanatory Note:**

This Form 8-A/A supplements and amends the Registration Statement on Form 8-A/A dated August 22, 2006 (the “Amended Registration Statement”), filed by Newell Rubbermaid Inc. (the “Company”) with respect to the Common Stock Purchase Rights issued pursuant to the Rights Agreement dated as of August 6, 1998, as amended September 29, 2003 and August 22, 2006.

**Item 1. Description of Registrant’s Securities to Be Registered.**

Item 1 of the Amended Registration Statement is amended to add the following paragraph as the last paragraph of Item 1:

On November 14, 2006, the Company and Computershare Investor Services, LLC, as rights agent (the “Rights Agent”), amended the Rights Agreement, dated as of August 6, 1998, as amended September 29, 2003 and August 22, 2006 (the “Rights Agreement”), between the Company and the Rights Agent, pursuant to which (i) the rights to purchase Common Stock, par value \$1.00 per share, of the Company (the “Rights”) will expire at the close of business on November 30, 2006 (the “Final Expiration Date”) and there no longer will be a Right associated with each outstanding share of the Company’s common stock after the Final Expiration Date, (ii) the Rights Agreement will expire on the Final Expiration Date and (iii) no person will have any rights pursuant to the Rights Agreement or any Right after the Final Expiration Date. The third amendment to the Rights Agreement is attached hereto as Exhibit 4.4 and is incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Rights Agreement dated as of August 6, 1998 between Newell Co. and First Chicago Trust Company of New York, as Rights Agent (incorporated by reference to Exhibit 1 to the Registrant’s Registration Statement on Form 8-A dated August 28, 1998, File No. 001-09608).
  - 4.2 First Amendment to Rights Agreement dated as of September 29, 2003 between Newell Rubbermaid Inc. and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 4.2 to the Registrant’s Registration Statement on Form 8-A/A dated October 27, 2003, File No. 001-09608).
  - 4.3 Second Amendment to Rights Agreement dated as of August 22, 2006 between Newell Rubbermaid Inc. and Computershare Investor Services, LLC, as Rights Agent (incorporated by reference to Exhibit 4.3 to the Registrant’s Registration Statement on Form 8-A/A dated August 22, 2006, File No. 001-09608).
  - 4.4 Third Amendment to Rights Agreement dated as of November 14, 2006 between Newell Rubbermaid Inc. and Computershare Investor Services, LLC.
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**NEWELL RUBBERMAID INC.**

Date: November 14, 2006

By: /s/ Dale L. Matschullat

Dale L. Matschullat  
Vice President -- General Counsel  
and Corporate Secretary

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Rights Agreement dated as of August 6, 1998 between Newell Co. and First Chicago Trust Company of New York, as Rights Agent (incorporated by reference to Exhibit 1 to the Registrant's Registration Statement on Form 8-A dated August 28, 1998, File No. 001-09608).
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4.3	Second Amendment to Rights Agreement dated as of August 22, 2006 between Newell Rubbermaid Inc. and Computershare Investor Services, LLC, as Rights Agent (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form 8-A/A dated August 22, 2006, File No. 001-09608).
4.4	Third Amendment to Rights Agreement dated as of November 14, 2006 between Newell Rubbermaid Inc. and Computershare Investor Services, LLC.

**THIRD AMENDMENT TO RIGHTS AGREEMENT**

This THIRD AMENDMENT TO RIGHTS AGREEMENT dated November 14, 2006 (the “Third Amendment”), is between Newell Rubbermaid Inc. (f/k/a Newell Co.), a Delaware corporation (the “Corporation”), and Computershare Investor Services, LLC, a Delaware limited liability company.

WHEREAS, the Corporation and EquiServe Trust Company, N.A. (f/k/a First Chicago Trust Company of New York, a New York corporation, “EquiServe”) entered into a certain Rights Agreement, dated as of August 6, 1998 (as amended, the “Rights Agreement”), under which First Chicago Trust Company of New York was named the “Rights Agent” (as such term is defined in the Rights Agreement); and

WHEREAS, the Corporation and The Bank of New York, a New York banking corporation (“The Bank of New York”) entered into a First Amendment to Rights Agreement, dated as of September 29, 2003 (the “First Amendment”), under which The Bank of New York was named the “Rights Agent”; and

WHEREAS, the Corporation and Computershare Investor Services, LLC entered into a Second Amendment to Rights Agreement, dated as of August 22, 2006 (the “Second Amendment”), under which Computershare Investor Services, LLC was named the “Rights Agent”; and

WHEREAS, the Corporation has duly authorized the execution and delivery of this Third Amendment and has done all things necessary to make this Third Amendment a valid agreement of the Corporation. This Third Amendment is entered into pursuant to Section 28 of the Rights Agreement, as amended.

NOW, THEREFORE, for and in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt, sufficiency and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendment to the Definition of “Final Expiration Date”. In accordance with Section 28 of the Rights Agreement, as amended, the phrase “(i) October 31, 2008 (the “Final Expiration Date”))” contained in Section 7(a) of the Rights Agreement is hereby deleted in its entirety and replaced with the following phrase in Section 7(a) of the Rights Agreement: “(i) November 30, 2006 (the “Final Expiration Date”))”.

2. Authority. The execution and delivery of this Third Amendment has been duly and validly authorized and approved by each of the parties hereto, and no other proceedings (corporate or otherwise) on the part of the parties hereto are necessary to authorize this Third Amendment. This Third Amendment has been duly and validly executed and delivered by each of the parties hereto and constitutes a valid and binding agreement of such parties, enforceable against each of them in accordance with its terms.

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3. Governing Law. This Third Amendment shall be governed by and construed in accordance with Delaware law.

4. Counterparts. This Third Amendment may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

[Remainder of page intentionally left blank]

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IN WITNESS WHEREOF, the Corporation and Computershare Investor Services, LLC have caused this Third Amendment to Rights Agreement to be duly executed and their respective corporate seals to be hereunto affixed and attested, as of the date first written above.

Attest:

NEWELL RUBBERMAID INC.

By: /s/ Bradford R. Turner

Name: Bradford R. Turner

Title: Assistant Secretary

By: /s/ Dale L. Matschullat

Name: Dale L. Matschullat

Title: Vice President -- General Counsel  
and Corporate Secretary

Attest:

COMPUTERSHARE INVESTOR SERVICES, LLC

By: /s/ Colleen Shea-Keating

Name: Colleen Shea-Keating

Title: Director

By: /s/ Dennis V. Moccia

Name: Dennis V. Moccia

Title: Managing Director

[Third Amendment to Rights Agreement Signature Page]