

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>MILLETT ELIZABETH CUTHBERT</u>  (Last) (First) (Middle) <u>C/O NEWELL RUBBERMAID INC.</u> <u>THREE GLENLAKE PKWY.</u>  (Street) <u>ATLANTA</u> <u>GA</u> <u>30328</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC [ NWL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2009</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	05/07/2009		M		5,018	A	(1)	150,282	D	
Common Stock								21,725	I	Custodian for son
Common Stock								21,725	I	Custodian for Daughter
Common Stock								6,031.5655	I	Custodian for Son - Dividend Reinvestment Plan
Common Stock								6,345.1779	I	Custodian for Daughter - Dividend Reinvestment Plan

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	05/06/2009		A		9,226		(3)	(3)	Common Stock	9,226	\$0	9,226	D	
Restricted Stock Units	(1)	05/07/2009		M			5,018	05/07/2009	05/07/2009	Common Stock	5,018	(1)	0	D	

Explanation of Responses:

1. Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid common stock.
2. Each restricted stock unit represents a contingent right to receive one share of Newell Rubbermaid common stock.
3. The reporting person shall become fully vested in his or her award upon the first anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement. Vested shares are to be delivered to the reporting person within 30 days following the date of vesting. Prior to the vesting of the award, if the Company pays a dividend on its common stock, the reporting person will receive an amount in cash equal in value to the dividends that the reporting person would have received had the reporting person been the actual owner of the number of shares of Newell Rubbermaid common stock represented by the restricted stock units.

Remarks:

/s/ Christine E. Hermann,  
Attorney in Fact for Elizabeth Cuthbert-Millet  
05/08/2009

\*\* 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.**