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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): September 15, 2010

Newell Rubbermaid Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-09608

(Commission
File Number)

363514169

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

Three Glenlake Parkway
Atlanta, Georgia

(Address of principal executive offices)

30328

(Zip Code)

Registrant's telephone number, including area code: 770-418-7000

Not Applicable

Former name or former address, if changed since last report

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02 Unregistered Sales of Equity Securities.

On September 15, 2010, Newell Rubbermaid Inc. (the “Company”) completed a previously announced exchange offer. Pursuant to the offer, approximately \$324.7 million aggregate principal amount of the Company’s 5.50% Convertible Senior Notes due 2014 (the “Notes”) were exchanged. The Company accepted all validly tendered Notes and, in exchange, paid the holders thereof an aggregate of approximately \$52.0 million in cash, and issued the holders thereof an aggregate of 37,728,415 shares of the Company’s common stock, par value \$1.00 per share. The shares of the Company’s common stock were issued exclusively to existing security holders of the Company pursuant to an exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended. The Company did not receive any proceeds from the offer and did not pay, directly or indirectly, any commission or other remuneration to any broker, dealer, salesperson, agent or as other person for soliciting tenders in the exchange offer.

The press release issued by the Company announcing the expiration and final results of the exchange offer is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated September 15, 2010, announcing the expiration and final results of the exchange offer (incorporated by reference to Exhibit (a)(5)(ii) to Amendment No. 2 to the Company’s Tender Offer Statement on Schedule TO filed September 15, 2010)

SIGNATURES

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

Newell Rubbermaid Inc.

September 15, 2010

By: /s/ John K. Stipancich

Name: *John K. Stipancich*

Title: *Senior Vice President, General Counsel and
Corporate Secretary*

Exhibit Index

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