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): April 29, 2004
NEWELL RUBBERMAID INC.
(Exact Name of Registrant as Specified in Its Charter)

| Delaware 1-9608 <br> (State or Other (Commission | 36-3514169 <br> Jurisdiction | File Number) |
| :--- | :--- | :---: | Identification No.

of Incorporation)
10 B Glenlake Parkway
Suite 600
Atlanta, Georgia 30328
(Address of Principal Executive (Zip Code) Offices)

Registrant's Telephone Number, Including Area Code:(770) 407-3800

Item 7. Financial Statements and Exhibits.
(c) Exhibits.

Exhibit
Number Description
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99.1 Press Release, dated April 29, 2004, issued by Newell Rubbermaid Inc., and Additional Financial Information

Item 12. Results of Operations and Financial Condition.
The information in this Report, including the Exhibit attached hereto, is furnished pursuant to Item 12 of Form $8-\mathrm{K}$. Consequently, it is not deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references this Form 8-K.

On April 29, 2004, Newell Rubbermaid Inc. (the "Company") reported its results for the fiscal quarter ended March 31, 2004. The Company's press release, dated April 29, 2004, is attached as Exhibit 99.1.

The press release contains non-GAAP financial measures. For purposes of Securities and Exchange Commission Regulation G, a "non-GAAP financial measure" is a numerical measure of a registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Operating and statistical measures and certain ratios and other statistical measures are not non-GAAP financial measures. For purposes of the definition, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, the Company has provided, as a part of the press release, a reconciliation of each of the non-GAAP financial measures to the most directly comparable GAAP financial measure.

The Company has used the financial measures that are included in the press release for several years, both in presenting its results to stockholders and the investment community and in its internal evaluation and management of its businesses. The Company's management believes that these measures -- including those that are "non-GAAP financial measures" -- and the information they provide are useful to investors since these measures:

* enable investors and analysts to compare the current non-GAAP measures with the corresponding non-GAAP measures used in the past, and
* permit investors to view the Company's performance using the same tools that Company management uses to evaluate the Company's past performance, reportable business segments and prospects for future performance and to gauge the Company's progress in achieving its stated goals.

The Company's management believes that operating income, net income from continuing operations and gross margin, excluding restructuring and other charges, as a percentage of sales are also useful to investors because they provide information with respect to operating income, net income from continuing operations and gross margin related to continuing operations after the Company's restructuring plan is completed. The Company's management believes that free cash flow, defined as cash generated from operations, net of and capital expenditures and dividends, is useful to investors because it is an indication of amounts of cash flow that may be available for further investment in future growth initiatives. The Company's management believes that diluted earnings per share from continuing operations, excluding restructuring and other charges, is also helpful to investors because it provides information with respect to earnings per share, both historical and expected, related to continuing operations after the Company's restructuring plan is completed. Another purpose for which the Company uses free cash flow and diluted earnings per share from continuing operations, excluding restructuring and other charges, are as two of the performance goals that help determine the amount, if any, of cash bonuses for corporate management employees under the Company's management cash bonus plan.

While the Company believes that these non-GAAP financial measures are useful in evaluating the Company, this information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with GAAP. Additionally, these non-GAAP financial measures may differ from similar measures presented by other companies.

## 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.

Date: April 29, 2004 By: /s/ Dale L. Matschullat
Dale L. Matschullat
Vice President - General
Counsel \& Corporate Secretary

## EXHIBIT INDEX

Exhibit No. Description
99.1

## NEWELL RUBBERMAID REPORTS FIRST QUARTER 2004 RESULTS

Newell Rubbermaid Inc.
Atlanta, GA
Securities Listed NYSE Common Stock (Symbol: NWL)
www. newellrubbermaid.com

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* EARNINGS IN-LINE WITH EXPECTATIONS
* DIVESTITURES REINFORCE FOCUS ON CORE PORTFOLIO

ATLANTA, APRIL 29, 2004 - Newell Rubbermaid Inc. (NYSE: NWL) today announced its first quarter 2004 results in-line with expectations and previous guidance. The company has now substantially completed its previously announced plan to divest certain under-performing, nonstrategic businesses in order to concentrate on leveraging brand strength and product innovation in its core portfolio of businesses. In the consolidated statements of operations, the results of these divested businesses are presented as discontinued operations for the quarters ended March 31, 2004 and 2003.

FIRST QUARTER RESULTS

Net income from continuing operations in the quarter was $\$ 33.1$ million or $\$ 0.12$ per share in 2004, compared to net income from continuing operations of $\$ 39.9$ million, or $\$ 0.15$ per share in the first quarter of 2003. Net income from continuing operations, excluding charges in the first quarter 2004, was $\$ 51.5$ million versus $\$ 73.6$ million in the first quarter of 2003. Diluted earnings per share from continuing operations, calculated on the same basis, was $\$ 0.19$ per share compared to $\$ 0.27$ per share in the first quarter 2003. A reconciliation of the results "as reported" to results "excluding charges" is attached to this press release.
"We are pleased to report we made significant progress this past quarter. Our 2004 priorities remain unchanged as we continue to work to reconfigure our portfolio, through divestitures and the exit of low-margin product lines and to complete our restructuring plan," said Joseph Galli, Newell Rubbermaid CEO. "During the quarter we completed the bulk of our divestiture plan and also exited approximately $\$ 60$ million in sales of low-margin product lines. We are also on track to record the remaining charges related to our restructuring plan in the second quarter."

While portfolio reconfiguration and restructuring will provide the foundation for the company's 2004 efforts, the company's focus on cost reductions through its implementation of Newell Operational Excellence (NWL OPEX) will provide a source for future profitability. Galli added, "NWL OPEX, our program for driving productivity throughout our manufacturing network, is gaining traction. We are still in the early stages of harvesting the benefits of lean manufacturing, but our teams remain focused on consistent metrics while driving steady improvements. We delivered approximately $2.5 \%$ productivity savings during the quarter and we believe we are capable of much more going forward."

Free cash flow was a use of $\$ 101.0$ million in the first quarter, compared to a use of $\$ 110.4$ million in the first quarter of 2003. The company defines free cash flow as cash generated from operations, net of capital expenditures and dividends. A reconciliation of free cash flow to net cash from operating activities is attached to this release.

Net sales in the first quarter of 2004 were $\$ 1.5$ billion, compared to $\$ 1.6$ billion in the first quarter of 2003, a decrease of $1.1 \%$. Foreign currency translation was a benefit to sales of $3.6 \%$ during the quarter, primarily offset by pricing declines of $0.8 \%$ and the planned

## exit of certain low-margin product lines of $3.8 \%$

Internal sales, which exclude the impact of material acquisitions and divestitures, declined $0.4 \%$ in the first quarter 2004. This was driven primarily by the planned exit of certain low-margin product lines, particularly at Rubbermaid Home Products, and sales softness at Graco which were partially offset by strong performance in IRWIN Industrial Tools North America.

Gross margins decreased to $26.7 \%$ from $27.8 \%$ in the first quarter of 2004, due primarily to unfavorable pricing and higher raw materials cost, offset partially by productivity. Excluding charges, gross margins declined to $27.0 \%$ from $28.0 \%$

As part of its previously announced restructuring plan, the company recorded a first quarter pre-tax restructuring charge of $\$ 22.8$ million primarily related to severance and facility exit costs in connection with the company's streamlining and productivity initiatives and other pre-tax charges of $\$ 4.1$ million primarily related to product line exits. The company also recorded a net loss of $\$ 108.0$ million related to the divestitures of non-core businesses, shown as discontinued operations.

## OUTLOOK

For 2004, the company continues to expect internal sales to decline $1 \%-3 \%$ and diluted earnings per share from continuing operations to be in the range of $\$ 1.36$ to $\$ 1.46$. This range excludes restructuring charges of $\$ 43$ - $\$ 63$ million ( $\$ 0.11$ - $\$ 0.16$ per share) and other charges of $\$ 10$ - $\$ 20$ million ( $\$ 0.03$ - $\$ 0.05$ per share) primarily related to product line exits. Diluted earnings per share from discontinued operations is expected to be a net loss \$108 - \$113 million (\$0.39 - \$0.40 per share) related to divestitures of non-core businesses.

For the second quarter 2004, the company expects internal sales to decline 1\% - 3\% and diluted earnings per share from continuing operations to be \$0.34-\$0.38. This range excludes restructuring charges of $\$ 20$ - $\$ 40$ million ( $\$ 0.05$ - $\$ 0.10$ per share) and other charges of \$6 - \$11 million (\$0.02 - \$0.03 per share) primarily related to product line exits and charges of \$0 - 5 million (\$0.00 - \$0.01 per share) for potential losses related to divestitures of non-core businesses.

A RECONCILIATION OF THE 2004 EARNINGS OUTLOOK IS AS FOLLOWS:

|  | 2nd QUARTER | FULL YEAR |
| :---: | :---: | :---: |
| Diluted earnings per share <br> (as reported): | \$0.23 - \$0.27 | \$ . 79 - \$ . 89 |
| Reconciling items: |  |  |
| Discontinued operations | \$0.00 - \$0.01 | \$0.39 - \$0.40 |
| Restucturing charges | \$0.05 - \$0.10 | \$0.11-\$0.16 |
| Other charges--product line exits | \$0.02 - \$0.03 | \$0.03 - \$0.05 |
| Diluted earnings per share |  |  |
| (excluding charges): | \$0.34 - \$0.38 | \$1.36 - \$1.46 |

The company continues to expect free cash flow for the full year to be $\$ 225$ to $\$ 275$ million, calculated as follows: cash flow from operations (estimated to be \$695-\$745 million), less capital expenditures (estimated to be approximately $\$ 240$ million), less expected dividends of approximately $\$ 230$ million.

## CONFERENCE CALL

The company's first quarter 2004 earnings conference call is scheduled for today, April 29 at 9:30 a.m. ET. To participate on the call, please RSVP domestically at (800) 240-1339 or internationally at (706) 6456914. A dial-in number will be provided at that time. To listen to the web cast, use the link provided under Investor Relations on Newell Rubbermaid's corporate home page at www.newellrubbermaid.com.

A replay will be available approximately two hours after the call concludes through May 29, 2004, and may be accessed domestically at (800) 642-1687 or internationally at (706) 645-9291. Conference call identification number 6424122 is required to access the replay.

The company will host its Analyst Day May 6, 2004, at the Equitable Center, located at 787 Seventh Ave., New York, N.Y. Those interested in attending should contact Newell Rubbermaid's Investor Relations Department at (770) 407-3994 or via email at investor.relations@newellco.com to obtain registration instructions The event will also be web cast and the link will be located on the investor relations portion of the company's website at www. newellrubbermaid.com

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

The statements in this press release that are not historical in nature constitute forward-looking statements. These forward-looking statements relate to information or assumptions about internal sales, income/(loss), earnings per share, capital expenditures, cash flow, dividends, restructuring and other charges, potential losses on divestiture, costs and cost savings, and management's plans, projections and objectives for future operations and performance. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, our dependence on the strength of retail economies in various parts of the world; competition with numerous other manufacturers and distributors of consumer products; major retailers' strong bargaining power; our ability to develop innovative new products and to develop, maintain and strengthen our end-user brands; our ability to improve productivity and streamline operations our ability to integrate previously acquired businesses; the risks inherent in our foreign operations; and those factors listed in the company's 2003 Form 10-K, including Exhibit 99.1 thereto, filed with the Securities and Exchange Commission.

NON-GAAP FINANCIAL

This release contains non-GAAP financial measures within the meaning of Regulation $G$ promulgated by the Securities and Exchange Commission. Included in this release is a reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated in accordance with GAAP.

ABOUT THE COMPANY

Newell Rubbermaid Inc. is a global marketer of consumer and commercial products with 2003 sales of over $\$ 7$ billion and a powerful brand family including Sharpie\{R\}, Paper Mate\{R\}, Parker\{R\}, Waterman\{R\}, Rubbermaid\{R\}, Calphalon\{R\}, Little Tikes\{R\}, Graco\{R\}, Levolor\{R\}, BernzOmatic\{R\}, VISE-GRIP\{R\}, $\operatorname{IRWIN}\{\mathrm{R}\}$ and LENOX\{R\}. The company is headquartered in Atlanta, Ga., and employs approximately 40,000 employees worldwide.

This press release and additional financial information about the company's 2004 first quarter results are available on the company's web site at Www.newellrubbermaid.com.

Newell Rubbermaid Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in millions, except per share data)
RECONCILIATION OF RESULTS "AS REPORTED" TO RESULTS "EXCLUDING CHARGES"

Three Months Ended March 31,

|  | 2004 |  |  | 2003 |  |  | \% Change |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | As Reported | Charges(1) | Excl. <br> Charges | As Reported | Charges(2) | Excl. <br> Charges |  |
| Net sales | \$1,541.0 |  | \$1,541.0 | \$1,557.9 |  | \$1,557.9 | (1.1)\% |
| Cost of products sold | 1,129.5 | (3.9) | 1,125.6 | 1,125.2 | (4.1) | 1,121.1 |  |
| GROSS MARGIN | 411.5 | 3.9 | 415.4 | -432.7 | 4.1 | 436.8 | (4.9)\% |
| \% of sales | 26.7\% |  | 27.0\% | 27.8\% |  | 28.0\% |  |



## EARNINGS PER SHARE FROM

CONTINUING OPERATIONS:

|  |  |  |  |  |  |  |  |  |  |  |  |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Basic | $\$$ | 0.12 | $\$-0.07$ | $\$$ | 0.19 |  | $\$$ | 0.15 | $\$-12$ | 0.12 | $\$$ |
| Diluted | $\$$ | 0.12 | $\$$ | 0.07 | $\$$ | 0.19 | $\$$ | 0.15 | $\$$ | 0.12 | $\$$ |

EARNINGS (LOSS) PER SHARE FROM
DISGONTINUED OPERATIONS:

(1) Charges excluded from "as reported" results for 2004 are restructuring or divestiture related charges.

These charges consist of $\$ 3.9$ million in restructuring related costs associated with product line exits

- (shown in costs of products sold), $\$ 0.2$ million of restructuring costs related to relocation of property
-and equipment (shown in selling, general and administrative expenses), $\$ 22.8$ million of restructuring costs
- related to exiting certain facilities (shown in restructuring costs) and a $\$ 108.0$ million net loss related to
- discontinued operations.
(2) Charges excluded from "as reported" results for 2003 are restructuring or divestiture related charges. These
charges consist of $\$ 4.1$ million in restructuring costs related to product line exits (shown in costs of products
-sold), $\$ 0.3$ million of restructuring costs related to relocation of property and equipment (shown in selling,
- general and adminstrative expenses), \$24.4 million of restructuring costs related to exiting certain facilities
(shown in restructuring costs), $\$ 21.1$ million loss on the sale of the cosmolab division (shown in other nonoperating
- expense) and a $\$ 23.9 \mathrm{million}$ net loss related to discontinued operations.



Newell Rubbermaid Inc.
CONSOLIDATED STATEMENTS OF CASH FLOW (UNAUDITED)
(in millions)


(1) Free cash flow is defined as cash flows provided by operating activities less cash

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- NEWELL RUBBERMAID

SALES AND OPERATING INGOME
THREE MONTHS ENDED MARCH 31, 2004

- CURRENGY ANALYSIS


BY GEOGRAPHY



[^0]:    expenditures for property, plant and equipment and cash dividends.

