

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>FRANKLIN MARTIN E</u> (Last) (First) (Middle) <u>C/O NEWELL BRANDS</u> <u>221 RIVER STREET</u> (Street) <u>HOBOKEN NJ 07030</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL BRANDS INC [NWL]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/13/2017		S(1)(2)		200,000	D	\$48.48	4,840,926	D	
Common Stock	03/14/2017		S(1)(2)		140,000	D	\$48.13	4,700,926	D	

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. On March 14, 2017, the reporting person reported the sale in an open market transaction of 340,000 shares, an amount estimated to be approximately equivalent to previously pledged shares that are expected to be returned to the reporting person pursuant to a previously disclosed collar arrangement entered into in the second quarter of 2016 scheduled to settle on March 17, 2017. The collar arrangement obligated the reporting person to deliver to unaffiliated third party purchasers up to 2,979,963 shares of NWL common stock on the expiration date of the contract. In exchange for assuming this obligation, the reporting person will receive a cash payment of \$128.7 million as of the date of settlement of the contract.

2. (Continued from footnote 1) The reporting person pledged 2,979,963 shares of NWL common stock (the "Pledged Shares") to secure his obligation under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge. The reporting person estimated that approximately 2.64 million shares will be transferred to the purchasers on the settlement date and therefore requested that the remaining approximately 340,000 Pledged Shares be sold in an open market transaction.

Remarks:

/s/ Michael Peterson, attorney-in-fact for Martin E. Franklin 03/15/2017

** 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.

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