

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
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1. Name and Address of Reporting Person * Martin Douglas L. (Last) (First) (Middle) C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PARKWAY (Street) ATLANTA GA 30328 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NEWELL RUBBERMAID INC [NWL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive VP, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	02/14/2014		M		12,000	A	\$22.98	30,918	D	
Common Stock	02/14/2014		M		12,000	A	\$22.38	42,918	D	
Common Stock	02/14/2014		M		9,600	A	\$23.99	52,518	D	
Common Stock	02/14/2014		M		12,000	A	\$23.32	64,518	D	
Common Stock	02/14/2014		M		9,701	A	\$13.64	74,219	D	
Common Stock	02/14/2014		M		6,788	A	\$19.68	81,007	D	
Common Stock	02/14/2014		S		62,089	D	\$31.41 ⁽¹⁾	18,918	D	
Common Stock								2,421	I	401(k)

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
Options (Right to Buy)	\$22.98	02/14/2014		M			12,000	(2)	05/13/2014	Common Stock	12,000	\$0	0	D	
Options (Right to Buy)	\$22.38	02/14/2014		M			12,000	(3)	02/10/2015	Common Stock	12,000	\$0	0	D	
Options (Right to Buy)	\$23.99	02/14/2014		M			9,600	(4)	02/08/2016	Common Stock	9,600	\$0	0	D	
Options (Right to Buy)	\$23.32	02/14/2014		M			12,000	(5)	02/13/2018	Common Stock	12,000	\$0	0	D	
Options (Right to Buy)	\$13.64	02/14/2014		M			9,701		02/10/2013	Common Stock	9,701	\$0	0	D	
Options (Right to Buy)	\$19.68	02/14/2014		M			6,788		02/09/2014	Common Stock	6,788	\$0	0	D	

Explanation of Responses:

- In connection with the exercise of options, the reporting person sold 62,089 shares at a weighted average price of \$31.41, at prices ranging from \$31.35 to \$31.55.
- Options became exercisable in equal installments on May 13, 2005, 2006, 2007, 2008 & 2009.
- Options became exercisable in equal installments on February 10, 2006, 2007, 2008, 2009 & 2010.
- Options became exercisable in equal installments on February 8, 2007, 2008, 2009, 2010 & 2011.
- Options became exercisable in equal installments on February 13, 2009, 2010, 2011, 2012 & 2013.

Remarks:

/s/ Christine E. Hermann,
Attorney in Fact for Douglas L. 02/18/2014
Martin

** 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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