SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Burke William A III	NEWELL RUBBERMAID INC [NWL]	Director 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
C/O NEWELL RUBBERMAID INC.	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2012	EVP, Chief Operating Officer
3 GLENLAKE PKWY.		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ATLANTA GA 30328		X Form filed by One Reporting Person
(City) (State) (Zip)		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			

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	(1)	11/06/2012		A		41,099		(2)	(2)	Common Stock	41,099	$0	41,099	D	

Explanation of Responses:

1. Each restricted stock unit represents a contigent right to receive one share Newell Rubbermaid common stock.

2. The reporting person shall become one-third vested in the award when the Company's average closing stock price for any continuous 20 day trading period (the "20 Day Average Price") after the date of grant equals or exceeds $22.69, but no earlier than November 6, 2013; an additional one-third of the award shall vest when the 20 Day Average Price equals or exceeds $24.76, but no earlier than November 6, 2014; and the remaining one-third of the award shall vest when the 20 Day Average Price equals or exceeds $26.82, but no earlier than November 6, 2015. The reporting person will not receive dividend equivalents at the time any dividends are paid. Rather, all such dividend equivalents will be credited to an account for the reporting person, and will be paid only to the extent that the applicable performance criteria are met and the RSUs vest. Any portion of the award not vested as of November 6, 2019 shall expire.

Remarks:

/s/ Christine E. Hermann, Attorney in Fact for William A. Burke, III   11/08/2012

** 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.