

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>POLK MICHAEL B</u> (Last) (First) (Middle) <u>C/O NEWELL RUBBERMAID INC.</u> <u>3 GLENLAKE PKWY.</u> (Street) <u>ATLANTA GA 30328</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWELL RUBBERMAID INC [NWL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	07/18/2013		M		84,631	A	\$27.03	108,966	D	
Common Stock	07/18/2013		F		43,882	D	\$27.03	65,084	D	
Common Stock	07/18/2013		M		677,048	A	\$27.03	742,132	D	
Common Stock	07/18/2013		F		351,050	D	\$27.03	391,082	D	
Common Stock								46,000	I	Trust: Michael B. Polk December 2012 3-year GRAT
Common Stock								92,000	I	Trust: Michael B. Polk December 2012 5-year GRAT

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					
Restricted Stock Units	(1)	07/18/2013		M		84,631		(2)	(2)	Common Stock	\$0	0	D	
Restricted Stock Units	(1)	07/18/2013		M		677,048		(3)	(3)	Common Stock	\$0	0	D	

Explanation of Responses:

- Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid common stock.
- The reporting person was previously vested in 75% of his July 18, 2011 award and became fully vested in the award on July 18, 2013.
- The reporting person previously met the stock price performance criteria applicable to the award. However, because the award was not permitted to vest any earlier than the second anniversary of the date of grant the reporting person did not become fully vested in the award until July 18, 2013.

Remarks:

/s/ Christine E. Hermann,
Attorney in Fact for Michael B. Polk 07/22/2013
Polk

** Signature of Reporting Person Date

* 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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