SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.   )

Filed by the Registrant /X/
Filed by a Party other than the Registrant /__/

Check the appropriate box:

/_/	Preliminary Proxy Statement	/_/	Confidential, for use of the Commission Only (as permit-ted by Rule 14a-6(e)(2))
/X/	Definitive Proxy Statement		
/_/	Definitive Additional Materials		
/_/	Soliciting Material Pursuant to Rule 14a-113(c) or Rule 14a-12		

NEWELL CO.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (check the appropriate box):

/X/ No fee required.

/_/ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

/_/ Fee paid previously with preliminary materials.

/_/ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

[LOGO]

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 13, 1998

To the Stockholders of NEWELL CO.:

The Annual Meeting of Stockholders of NEWELL CO. will be held on Wednesday, May 13, 1998 at 10:00 A.M., Central Daylight Savings Time, at Northern Illinois University, Rockford Education Center, 8500 East State Street, Rockford, Illinois, for the following purposes:

1. To elect four directors of the Company to serve for a term of three years;

2. To consider and vote upon the ratification of the appointment of Arthur Andersen L.L.P. as the Company's independent accountants for the year 1998; and

3. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

Stockholders of record at the close of business on March 16, 1998 are entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement thereof.

Newell Co.'s Annual Report for the year 1997 is enclosed for your convenience.

Stockholders of record may vote their proxies by signing, dating and returning the enclosed proxy card or by calling the toll-free number listed on the enclosed proxy card. If your shares are held in the name of a bank or broker, you may be able to vote by telephone. Please follow the instructions on the form you receive from your bank or broker. The method by which you decide to vote will not limit your right to vote at the Annual Meeting. If you later decide to the attend the Annual Meeting in person, you may vote your shares even if you have submitted a proxy in writing or by telephone.

By Order of the Board of Directors,

[SIGNATURE]

RICHARD H. WOLFF
SECRETARY

March 19, 1998

NEWELL CO.
NEWELL CENTER
29 EAST STEPHENSON STREET
FREEPORT, ILLINOIS 61032

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 13, 1998

This proxy statement and the accompanying proxy card are being furnished in connection with the solicitation of proxies by the Board of Directors of NEWELL CO., a Delaware corporation (the "Company"), from holders of the Company's outstanding shares of Common Stock, par value $1.00 per share (the "Common Stock"), for the Annual Meeting of Stockholders to be held on Wednesday, May 13, 1998 for the purposes set forth in the accompanying notice (the "Annual Meeting"). The Company will bear the costs of soliciting proxies from its stockholders. In addition to soliciting proxies by mail, directors, officers and employees of the Company, without receiving additional compensation therefor, may solicit proxies by telephone, by telegram or in person. Arrangements also will be made with brokerage firms and other custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of Common Stock held of record by such persons, and the Company will reimburse such brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith. The Company has engaged Morrow & Co. to assist in the solicitation of proxies in connection with the Annual Meeting and has agreed to pay such firm $8,000, plus out-of-pocket costs and expenses. This proxy statement is first being mailed to stockholders of the Company on or about March 19, 1998.

VOTING AT THE MEETING

At the close of business on March 16, 1998, the record date for determining stockholders entitled to notice of and to vote at the Annual Meeting (the "Record Date"), there were outstanding and entitled to vote 159,306,204 shares of Common Stock. All of the outstanding shares of Common Stock are entitled to vote on all matters which properly come before the Annual Meeting, and each stockholder will be entitled to one vote for each share of Common Stock held.

Each proxy that is properly received, whether by mail or by telephone, prior to the Annual Meeting will, unless revoked, be voted in accordance with the instructions relating thereto. The telephone voting procedures described on the proxy card are designed to authenticate stockholders by use of a control number and to allow stockholders to stay on the line to confirm that their instructions have been properly recorded. If no instruction is indicated, the shares will be voted FOR the election of the four nominees for director listed in this proxy statement and FOR ratification of the appointment of Arthur Andersen L.L.P. A stockholder who has given a proxy in writing or by telephone may revoke such proxy at any time before it is voted at the Annual Meeting by voting again by telephone at a later date, by delivering a written notice of revocation or a duly executed proxy bearing a later date to the Secretary of the Company or by attending the meeting and voting in person.

A quorum of stockholders is necessary to take action at the Annual Meeting. A majority of the outstanding shares of Common Stock of the Company, represented in person or by proxy, will constitute a quorum. Votes cast by proxy or in person at the Annual Meeting will be tabulated by the inspectors of election appointed for the Annual Meeting. The inspectors of election will determine whether or not a quorum is present at the Annual Meeting. Under certain circumstances, a broker or other nominee may have discretionary authority to vote certain shares of Common Stock if instructions have not been received from the beneficial owner or other person entitled to vote. The inspectors of election will treat directions to withhold authority, abstentions and broker non-votes (which occur when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal, because such broker or other nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner) as present and entitled to vote for purposes of determining the presence of a quorum for the transaction of business at the Annual Meeting. Directions to withhold authority will have no effect on the election of directors, because directors are elected by a plurality of votes cast. Broker non-votes are not counted in the vote totals and will have no effect on any proposal scheduled for consideration at the Annual Meeting, because they are not considered votes cast. For purposes of determining stockholder approval, abstentions will be treated as shares of Common Stock voted against ratification of the appointment of Arthur Andersen L.L.P. as independent accountants for the year 1998.

The four nominees for director who receive the greatest number of votes cast in person or by proxy at the Annual Meeting shall be elected directors of the Company. The vote required for ratification of the appointment of Arthur Andersen L.L.P. as independent accountants for the year 1998 is the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy at the Annual Meeting.

PROPOSAL 1 - ELECTION OF DIRECTORS

The Company's Board of Directors is currently composed of eleven directors who are divided into three classes. One class is elected each year for a three-year term. At the Annual Meeting, Thomas A. Ferguson, Jr., Allan P. Newell, Elizabeth Cuthbert Millett and Cynthia A. Montgomery will be nominated to serve in Class II until the Annual Meeting of Stockholders to be held in 2001 and until their successors have been duly elected and qualified. Proxies will be voted, unless otherwise indicated, for the election of the four nominees for director. Proxies will be voted in a discretionary manner should any nominee be unable to serve. All of the nominees are currently serving as directors of the Company.

Effective January 1, 1998, Daniel C. Ferguson stepped down as Chairman of the Board of Directors of the Company, a position he held since May 1992, and William P. Sovey assumed this position. At the same time, Mr. Sovey retired as Chief Executive Officer and Vice Chairman of the Board of Directors, a position he held since May 1992, and John J. McDonough took over these duties. All three will continue as directors, and the Board of Directors and the Company will continue to benefit from their counsel, guidance and experience and are grateful for their contributions.

The dates shown for service as a director of the Company include service as a director of the predecessor of the Company prior to July 1987. The nominees, and certain information about them and the directors serving in Class I and Class III whose terms expire in future years, are set forth below. Please note that Daniel C. Ferguson and Thomas A. Ferguson, Jr. are not related.

Name and Background	Director Since
NOMINEES FOR CLASS II DIRECTORS FOR TERM EXPIRING IN 2001	
Thomas A. Ferguson, Jr., age 50, has been President and Chief Operating Officer of the Company since May 1992. Prior thereto, Mr. Ferguson was President-Operating Companies of the Company from January 1989 through May 1992. He was Vice President-Controller of the Company from February 1988 through December 1988	1992
Allan P. Newell, age 52, has been a private investor for more than five years	1982
Elizabeth Cuthbert Millett, age 41, has been the owner and operator of Plum Creek Ranch, located in Newcastle, Wyoming (a commercial cattle production company) for more than five years	1995

Name and Background	Director Since
Cynthia A. Montgomery, age 45, has been a Professor of Business Administration at the Harvard University Graduate School of Business since 1989. Prior thereto, Professor Montgomery was a Professor at the Kellogg School of Management at Northwestern University from 1985 to 1989. She is also a Director of UNUM Corporation (an insurance company) and 28 mutual funds managed by Merrill Lynch & Co. or one of its subsidiaries (investment companies)	1995

CLASS III DIRECTORS CONTINUING IN OFFICE - TERM EXPIRING IN 1999

Alton F. Doody, age 63, has been President and Chief Executive Officer of The Alton F. Doody Co. (a marketing consulting company) since 1984 . . .	1976
Daniel C. Ferguson, age 70, was Chairman of the Board of the Company from May 1992 through December 1997. Mr. Ferguson was Chief Executive Officer of the Company from 1966 through May 1992. He is a Director of the Northern Trust Co. of Florida (a financial institution)	1965
Henry B. Pearsall, age 63, was Chairman of the Board of Sanford Corporation (an office supplies manufacturer acquired by the Company in February 1992) from January 1988 through his retirement in November 1994, and was Chief Executive Officer from January 1988 through February 1992. He is a Director of Ariel Capital Management, Inc. (an investment management company) and Oak Park River Forest Bancshares Inc. (a bank holding company) .	1992

CLASS I DIRECTORS CONTINUING IN OFFICE - TERM EXPIRING IN 2000

Gary H. Driggs, age 63, has been Chairman of Camelback Investment and Management Co. (an investment management firm) and Camelback Hotel Corporation (a hotel management firm) since August 1989. Dr. Driggs has also been Chairman of Covid, Inc. (an electronic product manufacturing company) since July 1993. He was President and Chief Executive Officer of Western Savings and Loan Association ("WS&L") (a saving and loan association) from 1973 through 1988 and was a Director from 1981 through 1989(1)	1982

Name and Background	Director Since
Robert L. Katz, age 72, has been President of Robert L. Katz & Associates (consultants in corporate strategy) for more than five years. For sixteen years, Dr. Katz taught Business Policy and Organizational Behavior at the Stanford, Harvard and Dartmouth Graduate Schools of Business. He is also a Director of HON Industries Inc. (an office furniture manufacturing company)	1975
John J. McDonough, age 61, has been Vice Chairman of the Board and Chief Executive Officer of the Company since January 1, 1998(2). He has been President and Chief Executive Officer of McDonough Capital Company LLC (an investment management company) since April 1995. Prior thereto, he was Vice Chairman and a Director of Dentsply International Inc. (a manufacturer and distributor of dental and medical x-ray equipment and other dental products) from 1983 through October 1995, and was Chief Executive Officer from April 1983 through February 1995. He was Senior Vice President Finance of the Company from November 1981 through April 1983. He is a Director of Applied Power, Inc. (a manufacturer and distributor of tools, equipment, systems and consumable items to the OEM industry).	1992
William P. Sovey, age 64, has been Chairman of the Board of the Company since January 1, 1998. He was Vice Chairman and Chief Executive Officer of the Company from May 1992 through December 1997. Mr. Sovey was President and Chief Operating Officer of the Company from January 1986 through May 1992. He was President and Chief Operating Officer of AMF Inc. (an industrial and consumer leisure products company) from March 1982 through July 1985, and Executive Vice President from August 1979 through March 1982. He is also a Director of Acme Metals Incorporated (a fully integrated producer of steel and steel products) and TECO Energy Incorporated (an energy production and distribution company) .	1986

----

(1) Dr. Driggs resigned as President and Chief Executive Officer of WS&L in December 1988 and as a Director in March 1989. Later in 1989, WS&L was declared insolvent and taken over by the Federal Deposit Insurance Corporation. In 1995, Dr. Driggs settled civil actions alleging conspiracy, fraud and other acts relating to the

insolvency for an aggregate amount of $650,000 and agreed not to affiliate with an insured depositary institution without prior approval. He also pled guilty to two felony counts relating to omissions in regulatory filings and was fined $10,000, placed on probation and required to perform community service. Dr. Driggs cooperated in the investigation of this matter.

(2) Mr. McDonough's annual salary has been set at $800,000, and he has been granted options to purchase 50,000 shares of Common Stock under the Newell Co. 1993 Stock Option Plan at an exercise price of $42.625 per share.

INFORMATION REGARDING BOARD OF DIRECTORS AND COMMITTEES

The Company's Board of Directors held four meetings during 1997. The Board of Directors has an Audit Committee and an Executive Compensation Committee, and the Board as a whole operates as a committee to nominate directors.

The Audit Committee, whose chairman is Dr. Katz and whose other current members are Dr. Driggs and Mr. Newell, met two times in 1997. The committee's duties are to (1) review with management and the independent accountants the Company's accounting policies and practices and the adequacy of internal controls; (2) review the scope and results of the annual examination performed by the independent accountants; and (3) make recommendations to the Board of Directors regarding the appointment of the independent accountants and approval of the services performed by the independent accountants, and fees related thereto.

The Executive Compensation Committee (the "Compensation Committee"), whose chairman is Mr. D. Ferguson and whose other current member is Dr. Katz, met four times in 1997. This committee is responsible for establishing the Company's executive officer compensation policies and for administration of such policies. SEE "Executive Compensation-Executive Compensation Committee Report on Executive Compensation."

The Board of Directors, acting as a nominating committee, will consider candidates for director recommended by stockholders. A stockholder who wishes to submit a candidate for consideration at the Annual Meeting of Stockholders to be held in 1999 must notify the Secretary of the Company in writing no later than February 12, 1999. The stockholder's written notice must include information about each proposed nominee, including name, age, business address, principal occupation, shares beneficially owned and other information required in proxy solicitations. The nomination notice must also include the nominating stockholder's name and address and the number of shares of the Common Stock beneficially owned by the stockholder. The stockholder must also furnish a statement from the candidate indicating that the candidate wishes and is able to serve as a director. These procedures, and a statement that the stockholder intends to make the nomination, are prerequisites under the Company's Restated Certificate of Incorporation to a stockholder nominating a candidate at the meeting.

COMPENSATION OF DIRECTORS

During 1997, directors of the Company who are not also employees were paid a retainer ($20,000 per annum) plus a $1,000 fee for each Board meeting attended and a $1,000 fee for each committee meeting attended. Directors of the Company are eligible to receive options to purchase shares of Common Stock under the Newell Co. 1993 Stock Option Plan, as amended on November 6, 1997 (the "1993 Option Plan"). All options are granted at the market value of the Common Stock on the date of the grant and become exercisable in annual cumulative installments of 20%, commencing one year from the date of grant, with full vesting occurring on the fifth anniversary of the date of grant. On November 6, 1997, each non-employee director was granted options to purchase 5,000 shares of Common Stock at an exercise price of $39.9375 per share. Continuing non-employee directors will automatically receive additional options to purchase 5,000 shares of Common Stock on the fifth anniversary of November 6, 1997 and the fifth anniversary of the date such director otherwise received options under the 1993 Option Plan.

The Company has a consulting agreement with Dr. Katz which provides that the Company will pay Dr. Katz $5,000 per month for corporate strategy consulting services plus travel expenses and other reasonable out-of-pocket costs incurred on the Company's behalf. Unless canceled prior to 90 days before its expiration, the consulting agreement is automatically renewed each year. Dr. Katz received a consulting fee of $60,000 in 1997.

EXECUTIVE COMPENSATION

SUMMARY

The following table summarizes all compensation for services to the Company and its subsidiaries for the fiscal years ended December 31, 1997, 1996 and 1995 earned by or awarded or paid to the persons who were the chief executive officer and the five other most highly compensated executive officers of the Company (the "Named Officers") during 1997.

SUMMARY COMPENSATION TABLE

Name and Principal Position in 1997	Year	Annual Compensation Salary ($)	Bonus ($)	Other Annual Compensation ($) (1)	Long-Term Compensation Awards Securities Underlying Options (#)	All Other Compensation ($) (2)
William P. Sovey,	1997	$750,000	$614,250	$11,689	23,600	$8,080
Vice Chairman and	1996	700,000	573,300	10,214	35,000	4,750
Chief Executive Officer	1995	650,000	526,500	8,818	0	4,620
until December 31, 1997						
Thomas A. Ferguson, Jr.,	1997	565,000	462,735	12,355	25,300	7,210
President and Chief	1996	525,000	429,975	10,552	3,000	4,750
Operating Officer	1995	490,000	396,900	10,878	7,500	4,620
Donald L. Krause,	1997	350,000	286,650	13,497	18,400	5,930
Senior Vice President -	1996	324,000	265,356	12,139	5,500	4,750
Corporate Controller1995	1995	310,000	251,100	10,022	1,000	4,620
William T. Alldredge,	1997	340,000	278,460	10,171	1,800	6,810
Vice President - Finance	1996	315,000	257,985	8,117	1,000	4,750
	1995	300,000	243,000	8,445	1,000	4,620
William J. Denton,	1997	340,000	321,300	11,263	10,700	6,890
Group President	1996	315,000	309,015	11,016	3,000	4,750
	1995	285,000	278,303	12,367	7,500	4,620
Richard C. Dell,	1997	340,000	304,640	10,473	9,900	6,450
Group President	1996	315,000	199,805	9,931	2,000	4,750
	1995	285,000	110,837	9,533	7,000	4,620

----

(1) The amounts shown for 1997 include costs to the Company for expenses associated with use of Company cars as follows: Mr. Sovey, $8,359; Mr. T. Ferguson, $9,895; Mr. Krause, $12,317; Mr. Alldredge, $8,111; Mr. Denton, $9,123; and Mr. Dell, $8,773.

(2) The compensation reported represents Company matching contributions made to the Newell Co. Long-Term Savings and Investment Plan (the "Newell 401(k) Plan").

OPTION GRANTS IN 1997

The following table sets forth certain information as to options to purchase Common Stock granted to the Named Officers under the 1993 Option Plan during the fiscal year ended December 31, 1997, and the potential realizable value of each grant of options, assuming that the market price of the underlying Common Stock appreciates in value during the ten-year option term at annualized rates of 5% and 10%.

OPTION GRANTS IN LAST FISCAL YEAR

	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM(3)	
Name	Number of Securities Underlying Options Granted (#)(1)	Percent of Total Options Granted to Employees in a Fiscal Year	Exercise or Base Price ($/Sh)(2)	Expiration Date	5% ($)	10% ($)
William P. Sovey	23,600	5.97%	$35.50	5/7/07	$1,364,675	$2,173,021
Thomas A. Ferguson, Jr.	25,300	6.40	35.50	5/7/07	1,462,979	2,329,554
Donald L. Krause	18,400	4.65	35.50	5/7/07	1,063,981	1,694,217
William T. Alldredge	1,800	0.46	35.50	5/7/07	104,074	165,724
William J. Denton	10,700	2.70	35.50	5/7/07	618,223	985,217
Richard C. Dell	9,900	2.50	35.50	5/7/07	572,462	911,555

(1) All options granted in 1997 become exercisable in annual cumulative installments of 20%, commencing one year from date of grant, with full vesting occurring on the fifth anniversary date of the date of grant. Vesting may be accelerated as a result of certain changes in control of the Company.

(2) All options were granted at market value (the closing price of the Common Stock on the New York Stock Exchange as reported in the Midwest Edition of THE WALL STREET JOURNAL) on the date of grant.

(3) Potential realizable value is reported net of the option exercise price but before taxes associated with exercise. These amounts

assume annual compounding results in total appreciation of approximately 63% (5% per year) and approximately 159% (10% per year). Actual gains, if any, on stock option exercises and Common Stock are dependent on the future performance of the Common Stock and overall market conditions. There can be no assurance that the amounts reflected in this table will be achieved.

OPTION EXERCISES IN 1997

The table below sets forth certain information for fiscal year 1997 concerning the exercise of options to purchase shares of Common Stock granted under the Newell Co. 1984 Amended and Restated Stock Option Plan (the "1984 Option Plan") and the 1993 Option Plan by each of the Named Officers and the value of unexercised options granted under the 1984 Option Plan and 1993 Option Plan held by each of the Named Officers as of December 31, 1997.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

			NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR-END (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR-END ($) (2)	
NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED ($) (1)	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
William P. Sovey	33,890	$754,053	83,110	51,600	$2,056,344	$617,525
	5,214	151,858				
Thomas A. Ferguson, Jr.	9,700	205,519	31,286	36,000	690,700	389,162
Donald L. Krause	0	0	31,300	24,600	707,168	225,212
William T. Alldredge	6,000	112,125	17,636	11,664	437,439	243,073
William J. Denton	2,800	66,150	21,600	20,400	454,962	248,475
	3,600	109,239				
Richard C. Dell	1,703	36,349	19,897	18,300	428,479	228,481

(1) Represents the difference between the average of the high and low prices of the Common Stock on the New York Stock Exchange as reported in the Midwest Edition of THE WALL STREET JOURNAL on the date of exercise and the option exercise price multiplied by the number of shares acquired on exercise.

(2) Represents the difference between $42.3125 (the average of the high and low prices of the Common Stock on the New York Stock Exchange as reported in the Midwest Edition of THE WALL STREET JOURNAL on December 31, 1997) and the option exercise price.

PENSION AND RETIREMENT PLANS

The Pension Plan Table set forth below shows total estimated annual benefits payable upon retirement (based on the benefit formulas in effect and calculated on a straight life annuity basis, as described below) to persons covered under the non-contributory defined benefit pension plan for salaried and clerical employees (the "Pension Plan") and the Supplemental Retirement Plan established in 1982 (the "Supplemental Retirement Plan"), including the Named Officers, in specified compensation and years of credited service classifications, assuming employment until age 65 and that Social Security benefits remain at the current level.

PENSION PLAN TABLE

	YEARS OF SERVICE				
REMUNERATION	5	10	15	20	25 or more
$ 200,000	$10,900	$37,700	$64,500	$91,300	$118,100
300,000	24,300	64,500	104,700	144,900	185,100
400,000	37,700	91,300	144,900	198,500	252,100
500,000	51,100	118,100	185,100	252,100	319,100
600,000	64,500	144,900	225,300	305,700	386,100
700,000	77,900	171,700	265,500	359,300	453,100
800,000	91,300	198,500	305,700	412,900	520,100
900,000	104,700	225,300	345,900	466,500	587,100
1,000,000	118,100	252,100	386,100	520,100	654,100
1,100,000	131,500	278,900	426,300	573,700	721,100
1,200,000	144,900	305,700	466,500	627,300	788,100
1,300,000	158,300	332,500	506,700	680,900	855,100
1,400,000	171,700	359,300	546,900	734,500	922,100
1,500,000	185,100	386,100	587,100	788,100	989,100
1,600,000	198,500	412,900	627,300	841,700	1,056,100
1,700,000	211,900	439,700	667,500	895,300	1,123,100

The Pension Plan covers full-time salaried and clerical employees of the Company and its subsidiaries who have completed one year of service. A participant is eligible for normal retirement benefits under the Pension Plan if his or her employment terminates at or after age 65. For service years prior to 1982, benefits accrued on a straight life annuity basis, using a formula that takes into account the five highest consecutive years of compensation in the ten years before 1982 and years of service, reduced by a portion of expected primary Social Security payments. For service years from and after 1982 and before 1989, benefits accumulated at the rate of 1.1% of compensation not in excess of $25,000 for each year plus 2.3% of compensation in excess of $25,000. For service years from and after 1989, benefits accumulate at the rate of 1.37% of compensation not in excess of $25,000 for each year plus 1.85% of compensation in excess of $25,000. No more than 30 years of service is taken into account in determining benefits. Under the Pension Plan, compensation includes regular or straight-time salary or wages (unreduced for amounts deferred pursuant to the Newell 401(k) Plan and the Flexible Benefits Account Plan), the first $3,000 in bonuses and 100% of commissions. If a participant has completed 15 years of service, upon attainment of age 60, the Pension Plan also provides for an early retirement benefit equal to the benefits described above, reduced by .5% for each month the benefits commence before age 65.

In 1982, the Supplemental Retirement Plan was established, funded by cost recovery life insurance, which covers 92 current officers and key executives, including the Named Officers, and 18 former officers and key executives. The Supplemental Retirement Plan adds to retirement benefits under the Pension Plan so that at age 65, a covered employee receives a maximum aggregate pension equal to 67% of his or her average compensation for the five consecutive years in which it was highest (multiplied by a fraction, the numerator of which is the participant's credited service (not to exceed 25) and the denominator of which is 25). The benefit is reduced by primary Social Security. Compensation includes salary and bonus (unreduced for amounts deferred pursuant to the Newell 401(k) Plan and the Flexible Benefits Accounts Plan). Both the Pension Plan and the Supplemental Retirement Plan provide a death benefit for surviving spouses and dependent children. The Supplemental Retirement Plan also provides for an early retirement benefit upon attainment of age 60 equal to the benefits described above, reduced by .5% for each month the benefits commence before age 65.

In 1997, Mr. Sovey had 12 years of credited service, Mr. T. Ferguson had 25 years, Mr. Krause had 24 years, Mr. Alldredge had 14 years, Mr. Denton had 21 years and Mr. Dell had 23 years.

EMPLOYMENT SECURITY AGREEMENTS

The Company has entered into Employment Security Agreements ("Agreements") with the Named Officers which provide for the continuation of salary, bonus and certain employee benefits for a period (the "Severance Period") of twenty-four months (but not beyond age 65) following the termination of employment of the Named Officer within twelve months (but prior to age 65) after certain changes in control of the Company. In the event of such termination of employment, the Named Officer will continue to receive his base salary and bonus (based upon his average bonus for the three full fiscal years preceding the change in control) during the Severance Period. The Named Officer also will receive all benefits accrued under the incentive and retirement plans of the Company to the date of termination of employment and will be given service credit for all purposes of these plans during the Severance Period. All options held by the Named Officer with respect to Common Stock will become immediately exercisable upon the date of termination of employment and remain exercisable for a period of 90 days thereafter.

During the Severance Period, the Named Officer and his spouse will continue to be covered by all welfare plans of the Company, and the Company will continue to reimburse the Named Officer for automobile expenses, but the amount of any benefits or reimbursement the Named Officer or his spouse receives will be reduced by the amounts received from another employer or from any other source. If the Named Officer dies during the Severance Period, all amounts payable during the remainder of the Severance Period shall be paid to his surviving spouse, and his spouse will continue to be covered under all applicable welfare plans. No amounts are payable if the employment of the Named Officer is terminated by the Company for Good Cause (as defined in the Agreements) or if the Named Officer voluntarily terminates his employment without Good Reason (as defined in the Agreements).

EXECUTIVE COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee has furnished the following report on executive compensation to the stockholders of the Company.

COMPENSATION PROCEDURES AND POLICIES. The Compensation Committee determines the compensation of all of the executive officers of the Company, including the Named Officers and the one other executive officer of the Company. All decisions by the Compensation Committee relating to the compensation of the Company's executive officers, including decisions relating to stock options, are reviewed and approved by the full Board of Directors.

The Company's executive compensation philosophy and specific compensation plans tie a significant portion of executive compensation to the Company's success in meeting specified profit and growth and performance goals and to appreciation in the Company's stock price. The Company's compensation objectives include attracting and retaining the best possible executive talent, motivating executive officers to achieve the Company's performance objectives, rewarding individual performance and contributions, and linking executive and stockholder interests through equity based plans.

The Company's executive compensation consists of three key components: base salary, annual incentive compensation and stock options, each of which is intended to complement the others and, taken together, to satisfy the Company's compensation objectives. The Compensation Committee's policies with respect to each of the three components, including the bases for the compensation awarded to William P. Sovey, as the Company's Chief Executive Officer, are discussed below.

The Compensation Committee considered the effect of the limitations on the deductibility of executive compensation in excess of $1 million under Section 162(m) of the Internal Revenue Code on the Company's compensation policies and practices and did not make any changes in such policies and practices for 1997. As a result, the Company paid an immaterial amount of non-deductible executive compensation in 1997. The Compensation Committee currently does not anticipate that changes will be made to the Company's policies and practices for 1998 and, accordingly, the Company may pay non-deductible compensation in 1998.

BASE SALARY. In the early part of each fiscal year, the Compensation Committee reviews the base salary of the Company's Chief Executive Officer, the recommendation of the Chief Executive Officer with regard to the base salary of the Chief Operating Officer and all other executive officers of the Company and approves, with any modifications it deems appropriate, annual base salaries for each of the executive officers.

Recommended base salaries of the executive officers are based upon the base salary ranges recommended annually by the Chief Executive Officer of the Company. National survey data available regarding salaries of those persons holding comparable positions at comparably sized nondurable consumer goods companies is reviewed by the Compensation Committee to establish base salary ranges. A majority of the nondurable consumer goods companies are not the companies which make up the Dow Jones Consumer, Non-Cyclical Industry Group Index in the Common Stock Price Performance Graph included in this Proxy Statement. The base salary range is based upon the midpoint of the comparative compensation group, plus or minus twenty-five percent. The base salary of each of the executive officers is established in relation to the midpoint of the base salary ranges based upon an evaluation of the individual performance of the executive officer, including satisfaction of such officer's annual objectives. The base salary of the Chief Executive Officer is also established in relation to the midpoint of his base salary range, based on achievement of the Company's annual goals relating to earnings per share, sales growth and return on investment and on an evaluation of the individual performance of the Chief Executive Officer. The base salaries paid in 1997 to each of the executive officers, including the Chief Executive Officer, were within the recommended ranges.

The base salary of Mr. Sovey was reviewed at the February 1997 meeting of the Compensation Committee. In setting Mr. Sovey's salary for 1997, the Compensation Committee considered his base salary in relation to the midpoint of his salary range and that the Company's annual goals relating to earnings per share, sales growth and return on investment were met in 1996. In evaluating Mr. Sovey's performance, the Compensation Committee primarily considered these Company financial goals. In consideration of these factors, the Compensation Committee approved an increase in Mr. Sovey's base salary of $50,000, approximately 7.3%, for 1997.

ANNUAL INCENTIVE COMPENSATION. The Company's executive officers (other than the Group Presidents) are entitled to participate in an incentive bonus plan which provides for the payment of cash bonuses based on the Company's return on investment (the "ROI Plan"). Awards are made under the ROI Plan if the Company's annual after-tax return on beginning of the year stockholder's equity exceeds 11% and are determined by multiplying each executive officer's base salary by percentages established in the ROI Plan reflecting the actual return achieved.

The annual after-tax return on beginning of the year stockholder's equity for 1997 was approximately 19.5%. Based on these results, Mr. Sovey was awarded a bonus of $614,250 for 1997.

The Group Presidents are entitled to participate in an incentive bonus plan which provides for the payment of cash bonuses based on return on assets used in, and sales and income growth by, the divisions for which the Group President is responsible (the "ROA Plan"). Awards are made under the ROA Plan if the return on assets used during the year in the divisions for which the Group President is responsible exceeds 10% on a pre-tax basis and sales growth exceeds the prior year sales level, and are determined by multiplying each Group President's base salary by percentages established in the ROA Plan reflecting the actual results achieved. Actual return on assets and sales growth in 1997 exceeded the goals established for payment of a bonus in the divisions for which each of the Group Presidents was responsible.

STOCK OPTIONS. The Company's executive officers are also entitled to participate in the 1993 Option Plan. Under the 1993 Option Plan, incentive stock options and nonqualified stock options to purchase Common Stock of the Company may be granted at prices not less than fair market value of the Common Stock at the date of grant. Options granted under the 1993 Option Plan become exercisable in annual cumulative installments of 20% of the number of options granted over a five-year period and have a maximum term of ten years. The Compensation Committee has adopted a formula, which takes into account outstanding options, for determining, on a quarterly basis, whether an executive officer of the Company should be awarded an option. The grant of options is considered if the option exercise price of the options held by an executive officer is less than a variable multiple of the executive officer's base salary. The Compensation Committee also has the discretion, in circumstances such as a promotion, to grant options otherwise than in accordance with the formula. Based upon the formula, Mr. Sovey received 23,600 options in 1997.

This report is submitted on behalf of the Compensation Committee:

Daniel C. Ferguson, Chairman
Robert L. Katz

EXECUTIVE COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The current members of the Compensation Committee are Mr. D. Ferguson and Dr. Katz. Daniel C. Ferguson, Chairman of the Compensation Committee, is a former employee of the Company.

CERTAIN BENEFICIAL OWNERS

No person or group is known to the Company to be the beneficial owner of more than five percent of the outstanding shares of Common Stock of the Company.

The following table sets forth information as to the beneficial ownership of shares of Common Stock of each director, each nominee for director, and each Named Officer, individually, and all directors and executive officers of the Company, as a group. Except as otherwise indicated in the footnotes to the table, each individual has sole investment and voting power with respect to the shares of Common Stock set forth.

	Common Stock Beneficially Owned on January 19, 1998	
Name of Beneficial Owner	Number of Shares	Percent of Class Outstanding
Alton F. Doody	62,500(1)	.04%
Gary H. Driggs	36,000(1)	.02
Daniel C. Ferguson	3,256,532(1)(2)	2.04
Thomas A. Ferguson, Jr.	187,894(1)(3)	.12
Robert L. Katz	139,524(1)	.09
John J. McDonough	64,617(1)(5)	.04
Elizabeth Cuthbert Millett	242,243(1)(6)	.15
Cynthia A. Montgomery	2,100(1)	.001
Allan P. Newell	2,171,691(1)(7)	1.36
Henry B. Pearsall	743,514(1)(8)	.47
William P. Sovey	401,152(1)(3)	.25
William T. Alldredge	216,170(1)(3)(4)	.14
William J. Denton	88,154(1)(3)	.06

Richard C. Dell	96,163(1)(3)(10)	.06
Donald L. Krause	311,364(1)(9)	.20
All directors and executive officers as a group (15 persons) .	8,019,618	5.04%

----

(1) Includes shares issuable pursuant to stock options exercisable within 60 days of March 16, 1998 as follows: Dr. Doody, 12,000 shares; Dr. Driggs, 12,000 shares; D. Ferguson, 10,400 shares; Mr. T. Ferguson, 33,286 shares; Dr. Katz, 2,000 shares; Mr. McDonough, 10,000 shares; Ms. Millett, 2,000 shares; Ms. Montgomery, 2,000 shares; Mr. Newell, 2,000 shares; Mr. Pearsall, 8,000 shares; Mr. Sovey, 90,110 shares; Mr. Alldredge, 18,548 shares; Mr. Denton, 21,600 shares; Mr. Dell, 20,597 shares; and Mr. Krause, 31,300 shares.

(2) Includes 3,400 shares beneficially owned of record by his wife, 140,906 shares held in charitable trusts of which Mr. D. Ferguson is trustee, 694,384 shares held in a trust of which Mr. D. Ferguson is beneficiary and 1,037,368 shares held by a partnership of which Mr. D. Ferguson is managing partner.

(3) Includes shares held by the Newell 401(k) Plan over which each of the following persons has voting power: Mr. T. Ferguson, 6,694 shares; Mr. Sovey, 6,675 shares; Mr. Alldredge, 1,438 shares; Mr. Denton, 3,354 shares; and Mr. Dell, 6,033 shares.

(4) Includes 50,764 shares owned of record by his wife.

(5) Includes 5,200 shares held in his wife's individual retirement account and 4,500 shares in trusts in which Mr. McDonough is trustee but excludes 18,200 shares owned of record by his children with respect to which Mr. McDonough disclaims beneficial ownership and 33,000 shares in trusts in which Mr. McDonough is not trustee with respect to which Mr. McDonough disclaims beneficial ownership.

(6) Includes 39,793 shares beneficially owned of record by her two children of which Ms. Millett is custodian and includes 70,860 shares held in a trust of which Ms. Millett is trustee.

(7) Includes 24,000 shares held in trusts of which Mr. Newell is co-trustee and beneficiary and over which he has shared investment and voting power and 2,144 shares beneficially owned of record by his wife.

(8) Includes 612,564 shares held in trusts of which Mr. Pearsall is trustee.

(9) Includes 1,539 shares held in trusts of which Mr. Krause is trustee and 12,000 shares held in joint tenancy over which Mr. Krause has shared investment and voting power.

(10) Includes 25,365 shares held in joint tenancy over which Mr. Dell has shared investment and voting power.

COMMON STOCK PRICE PERFORMANCE GRAPH

The following Common Stock price performance graph compares the yearly change in the Company's cumulative total stockholder returns on its Common Stock during the years 1993 through 1997, with the cumulative total return of the Standard & Poor's 500 Index and the Dow Jones Consumer, Non-Cyclical Industry Group Index, assuming the investment of $100 on December 31, 1992 and the reinvestment of dividends (rounded to the nearest dollar).

	December 31, 1992	1993	1994	1995	1996	1997
Newell	$100	100.79	106.78	133.93	165.91	227.21
DJ Consumer, Non Cyclical	100	95.94	106.85	155.73	194.40	266.54
S&P 500 Index	100	109.92	111.34	152.66	187.28	249.28

PROPOSAL 2 - APPOINTMENT OF INDEPENDENT ACCOUNTANTS

Subject to ratification by the stockholders, the Board of Directors has reappointed Arthur Andersen L.L.P. as independent accountants to audit the consolidated financial statements of the Company for the year 1998. The Board of Directors recommends a vote in favor of ratification of the appointment. If the stockholders should fail to ratify the appointment of the independent accountants, the Board of Directors would reconsider the appointment.

It is expected that representatives of Arthur Andersen L.L.P. will be present at the Annual Meeting, will have an opportunity to make a statement if they desire to do so and will be available to answer appropriate questions.

SECTION 16(a) BENEFICIAL OWNERSHIP COMPLIANCE REPORTING

Based solely upon a review of Reports on Forms 3, 4 and 5 and any amendments thereto furnished to the Company pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and written representations from the executive officers and directors that no other Reports were required, the Company believes that all of such Reports were filed on a timely basis by executive officers and directors during 1997.

STOCKHOLDER PROPOSALS FOR 1999 ANNUAL MEETING

To be considered for inclusion in next year's proxy materials, stockholder proposals to be presented at the Company's 1999 Annual Meeting must be in writing and be received by the Company no later than November 19, 1998.

OTHER BUSINESS

The Board of Directors does not know of any business to be brought before the Annual Meeting other than the matters described in the Notice of Annual Meeting. However, if any other matters are properly presented for action, it is the intention of each person named in the accompanying proxy to vote said proxy in accordance with his judgment on such matters.

By Order of the Board of Directors,

RICHARD H. WOLFF
Secretary

March 19, 1998

A COPY OF THE COMPANY'S 1997 ANNUAL REPORT TO THE SECURITIES AND EXCHANGE COMMISSION ON FORM 10-K WILL BE FURNISHED TO STOCKHOLDERS FREE OF CHARGE UPON WRITTEN REQUEST TO THE OFFICE OF THE VICE PRESIDENT-FINANCE OF THE COMPANY.

APPENDIX

Form of proxy card for holders of Common Stock of the Company

PROXY

NEWELL CO.

Annual Meeting of Stockholders May 13, 1998
Proxy Solicited by the Board of Directors
for Annual Meeting May 13, 1998

The undersigned hereby appoints William P. Sovey and William T. Alldredge, and each of them, as proxies, with the powers the undersigned would possess if personally present, and with full power of substitution, to vote at the Annual Meeting of Stockholders of NEWELL CO. to be held on May 13, 1998, and at any adjournments thereof, on all matters coming before said meeting.

(1) Election of Directors.
Nominees: Thomas A. Ferguson, Jr., Elizabeth Cuthbert Millett, Cynthia A. Montgomery and Allan P. Newell

(2) Ratification of the appointment of Arthur Andersen L.L.P. as independent accountants for the year 1998.

(3) In their discretion, upon such other matters as may properly come before this Annual Meeting.

You are encouraged to specify your choices by marking the appropriate boxes, SEE REVERSE SIDE, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors recommendations. Your shares cannot be voted unless you sign and return this card.

SEE REVERSE SIDE

X Please mark your votes as in this example.

When this Proxy is properly executed, the shares to which it relates will be voted in the manner directed herein. If no direction is made, the shares will be voted FOR election of directors and FOR proposal 2.

The Board of Directors recommends a vote FOR election of directors and FOR proposal 2.

		FOR	WITHHOLD	For, except withhold vote from the following nominee(s)
1.	Election of Directors	_____	_____	____________________

		FOR	AGAINST	ABSTAIN
2.	Ratification of independent accountants.	_____	_____	_____

SIGNATURE(S)__________________________DATE________________________

NOTE: Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

The signer hereby revokes all proxies heretofore given by the signer to vote at said meeting or any adjournments thereof.

FOLD AND DETACH HERE

[Map setting forth location of Annual Meeting.]

NEWELL CO.
Annual Meeting on Stockholders May 13, 1998

Dear Stockholder,

Newell Co. encourages you to take advantage of a new and convenient way by which you can vote your shares--electronically through the telephone. This eliminates the need to return the proxy card.

To vote your shares electronically through the telephone:

-- On a touch-tone telephone call 1-800-OK2-VOTE (1-800-652-8683)
-- 24 hours a day, 7 days a week
-- Listen to the recording for instructions
-- Use the control number printed in the box above to access the system
-- Use your phone key pad to vote

Your electronic vote authorizes the named proxies in the same manner as if you marked, signed, dated and returned the proxy card. If you choose to vote your shares electronically, there is no need for you to mail back your proxy card.

YOUR VOTE IS IMPORTANT. THANK YOU FOR VOTING.