

As filed with the Securities and Exchange Commission on May 12, 2003

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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NEWELL RUBBERMAID INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other  
jurisdiction of  
incorporation or  
organization)

36-3514169  
(I.R.S. employer  
identification no.)

NEWELL CENTER  
29 EAST STEPHENSON STREET  
FREEPORT, ILLINOIS 61032  
(Address of principal executive offices, including zip code)

NEWELL RUBBERMAID INC. 401(k) SAVINGS PLAN  
(f/k/a NEWELL LONG-TERM SAVINGS AND INVESTMENT PLAN)  
(Full title of the plan)

DALE L. MATSCHULLAT  
VICE PRESIDENT-GENERAL COUNSEL  
6833 STALTER DRIVE, SUITE 101  
ROCKFORD, ILLINOIS 61108  
(Name and address of agent for service)

(815) 381-8114  
(Telephone number, including area code, of agent for service)

WITH A COPY TO:

LAURALYN G. BENDEL  
SCHIFF HARDIN & WAITE  
6600 SEARS TOWER  
CHICAGO, ILLINOIS 60606  
(312) 258-5500

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CALCULATION OF  
REGISTRATION  
FEE AMOUNT  
PROPOSED  
~~PROPOSED TITLE  
OF SECURITIES  
TO BE TO BE  
MAXIMUM MAXIMUM  
AMOUNT OF  
REGISTERED  
REGISTERED  
OFFERING PRICE  
AGGREGATE  
REGISTRATION  
FEE PER SHARE  
OFFERING PRICE  
Common Stock,  
par value \$1.00~~

~~per share  
(including  
Common Stock  
8,000,000(1)  
\$29.085(2)  
\$232,680,000(2)  
\$18,823.82(2)  
Purchase  
Rights)  
Interests in  
the Plan (3)  
(3) (3) (3)~~

- (1) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated on the basis of \$29.085 per share, the average of the high and low sales prices of the Common Stock as reported on the New York Stock Exchange on May 6, 2003. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)
- (3) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan described herein for which no separate fee is required.

#### GENERAL INSTRUCTIONS

##### E. REGISTRATION OF ADDITIONAL SECURITIES.

The contents of the Registration Statement on Form S-8 (File No. 333-74925) filed by the Registrant with the Securities and Exchange Commission on March 24, 1999 registering its Common Stock issuable pursuant to the Rubbermaid Retirement Plan for Collectively Bargained Associates are hereby incorporated by reference.

#### PART II

##### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this Registration Statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the Registration Statement of the Registrant on Form S-8 (File No. 333-74925), which is incorporated herein by reference.

The Exhibits filed herewith are set forth on the Exhibit Index filed as part of this Registration Statement.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockford, State of Illinois, on the 7th day of May, 2003.

NEWELL RUBBERMAID INC.  
(Registrant)

By: /s/ William T. Alldredge

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William T. Alldredge  
President - Corporate  
Development and Chief  
Financial Officer

Each person whose signature appears below appoints Joseph Galli, Jr., William T. Alldredge or Dale L. Matschullat or any one of them, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any pre-effective or post-effective amendments to this Registration Statement that any of such attorneys shall deem necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission with respect thereto, in connection with this Registration Statement, which amendments may make such changes in such Registration Statement as any of the above-named attorneys deems appropriate, and to comply with the undertakings of the Registrant made in connection with this Registration Statement; and each of the undersigned hereby ratifies all that any of said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as

amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE  
TITLE DATE

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~~/s/ Joseph  
Galli, Jr.  
President,  
Chief  
Executive  
Officer  
May 7,  
2003~~

~~(Principal  
Executive  
Officer)  
and Joseph  
Galli, Jr.  
Director~~

SIGNATURE  
TITLE DATE

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~~/s/ J.  
Patrick  
Robinson  
Vice  
President  
-  
Corporate  
Controller  
May 7,  
2003~~

~~----- and  
Chief  
Accounting  
Officer  
(Principal  
J. Patrick  
Robinson  
Accounting  
Officer)~~

~~/s/  
William T.  
Aldredge  
President  
-  
Corporate  
Development  
and May 7,  
2003~~

~~-----  
Chief  
Financial  
Officer  
(Principal  
William T.  
Aldredge  
Financial  
Officer)~~

~~/s/ Thomas  
E. Clarke  
Director  
February  
10, 2003~~

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Thomas E.  
Clarke /s/  
Scott S.  
Gowen  
Director~~

February  
~~10, 2003~~

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Scott S.  
Cowen /s/  
Alton F.  
Doody  
Director  
February  
~~10, 2003~~

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Alton F.  
Doody /s/  
William D.  
Marohn  
Director  
February  
~~10, 2003~~

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William D.  
Marohn /s/  
Elizabeth  
Cuthbert  
Millett  
Director  
February  
~~10, 2003~~

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Elizabeth  
Cuthbert  
Millett  
/s/  
Cynthia A.  
Montgomery  
Director  
February  
~~10, 2003~~

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Cynthia A.  
Montgomery  
/s/ Allan  
P. Newell  
Director  
February  
~~10, 2003~~

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Allan P.  
Newell /s/  
William P.  
Sovey  
Chairman  
of the  
Board and  
Director  
February  
~~10, 2003~~

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William P.  
Sovey /s/  
Gordon R.  
Sullivan  
Director  
February  
~~10, 2003~~

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~~Gordon R.  
Sullivan  
/s/  
Raymond G.  
Viault  
Director  
February  
10, 2003~~

~~Raymond G.  
Viault~~

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Freeport, State of Illinois, on May 9, 2003.

NEWELL RUBBERMAID INC. 401(k)  
SAVINGS PLAN

By: /s/ Thomas J. Nohl

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Thomas J. Nohl  
Benefit Plans Committee

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INDEX TO EXHIBITS

EXHIBIT NUMBER -----	EXHIBIT -----
4	Rights Agreement, dated as of August 6, 1998, between Newell and First Chicago Trust Company of New York (incorporated by reference to Exhibit I to Newell's Registration Statement on Form 8-A12B (Reg. No. 1-09608), filed with the Commission on August 28, 1998).
23.1	Consent of Ernst & Young LLP.
23.2	Information Regarding Consent of Arthur Andersen LLP.
24	Power of Attorney (set forth on the signature page).

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the registration of 8,000,000 shares of common stock for the Newell Rubbermaid Inc. 401(k) Savings Plan of our report dated January 27, 2003, with respect to the 2002 consolidated financial statements and schedule of Newell Rubbermaid Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Chicago, Illinois  
May 12, 2003



INFORMATION REGARDING CONSENT  
OF ARTHUR ANDERSEN LLP

The Registrant's consolidated financial statements and schedules as of December 31, 2001 and 2000 and for each of the two years in the period ended December 31, 2002 incorporated by reference in this Registration Statement have been audited by Arthur Andersen LLP, independent auditors, as stated in their reports with respect thereto.

After such reasonable efforts, the Registrant has been unable to obtain Arthur Andersen LLP's written consent to the incorporation by reference of such financial statements. Accordingly, the Registrant has omitted such consent in reliance upon Rule 437a under the Securities Act of 1933.

Because Arthur Andersen LLP has not consented to the incorporation by reference of the financial statements, Plan participants may not be able to recover against Arthur Andersen LLP under Section 11 of the Securities Act of 1933 for any untrue statements of a material fact contained in such financial statements or any omissions to state a material fact required to be stated therein.

Events arising out of the conviction of Arthur Andersen LLP of one count of obstruction of justice arising from the government's investigation of Enron Corporation, as well as the volume of civil lawsuits filed against it, have adversely affected the ability of Arthur Andersen to satisfy claims, if any, arising from its provision of auditing services to the Registrant, including claims that may arise out of Arthur Andersen's audit of the Registrant's consolidated financial statements, which are incorporated by reference in this Registration Statement.