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NEWELL RUBE Form 4 February 14, 201		NC								
FORM 4	L	-	PPROVAL							
		ECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0287			
Check this boy if no longer subject to Section 16. Form 4 or Form 5	STATEN	STATEMENT OF CHANGES IN BENEFICIAL O SECURITIES						Estimated averag burden hours per response		
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type Respo	onses)									
1. Name and Addres Larson Paula S	2. Issuer Name and Ticker or Trading Symbol NEWELL RUBBERMAID INC			5. Relationship of Reporting Person(s) to Issuer						
		[NWL]				(Check all applicable)				
(Last) C/O NEWELL I	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2014			Director 10% Owner X Officer (give title Other (specify below) below) EVP, Human Resources						
INC., 3 GLENL		•								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			l	 6. Individual or Joint/Group Filing(Check Applicable Line) 			
ATLANTA, GA 30328				Thea(Monul/Day/Tear)			_X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-Dei	rivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Da (Month/Day/Year		tte 2A. Deemed r) Execution Date, if any (Month/Day/Year)		Code Disposed of (D)		(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V A	mount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities benefici	ially ow	ned directly (or indirectly.			
					Perso inform requir	ns who res nation cont ed to resp iys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab			curities Acqui s, warrants, o			Beneficially Owned securities)	1		

1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number of
TransactionDerivative6. Date Exercisable and
Expiration Date7. Title and Amount of
Underlying Securities8. I1. Title of
Derivative2.3. Transaction Date4.5. Number of
TransactionDerivative6. Date Exercisable and
Expiration Date7. Title and Amount of
Underlying Securities8. I

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/12/2014		М	11,924		(2)	(2)	Common Stock	11,924	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Larson Paula S C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328			EVP, Human Resources				
Signatures							
/s/ Christine E. Hermann, Attorney in I Larson	02/14/2014						
**Signature of Reporting Person			Date				

Explanation of Responses:

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

The reporting person shall become fully vested in his or her award upon the third anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement. Prior to the vesting of the award, if the Company pays a dividend on

(2) its common stock, the reporting person will receive an amount in cash equal in value to the dividends that the reporting person would have received had the reporting person been the actual owner of the number of shares of Newell Rubbermaid common stock represented by the restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.