

Burke William A III  
 Form 4  
 May 20, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 Responses)

1. Name and Address of Reporting Person \*  
 Burke William A III

2. Issuer Name and Ticker or Trading Symbol  
 NEWELL RUBBERMAID INC  
 [NWL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/16/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Operating Officer

C/O NEWELL RUBBERMAID INC., 3 GLENLAKE PKWY.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ATLANTA, GA 30328

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 05/16/2013                           |  | M                              | A   | 4,000   | \$ 22.38   | 91,572 D  |
| Common Stock                    | 05/16/2013                           |  | M                              | A   | 16,000  | \$ 22.38   | 107,572 D   |
| Common Stock                    | 05/16/2013                           |  | M                              | A   | 4,872   | \$ 22.98   | 112,444 D   |
| Common Stock                    | 05/16/2013                           |  | M                              | A   | 25,128  | \$ 22.98   | 137,572 D   |
| Common Stock                    | 05/16/2013                           |  | S                              | D   | 800   | \$ 27.84   | 136,772 D   |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 05/16/2013 | S | 1,800 | D | \$ 27.85 | 134,972 | D |
| Common Stock | 05/16/2013 | S | 400   | D | \$ 27.86 | 134,572 | D |
| Common Stock | 05/16/2013 | S | 1,407 | D | \$ 27.87 | 133,165 | D |
| Common Stock | 05/16/2013 | S | 700   | D | \$ 27.88 | 132,465 | D |
| Common Stock | 05/16/2013 | S | 1,200 | D | \$ 27.89 | 131,265 | D |
| Common Stock | 05/16/2013 | S | 1,187 | D | \$ 27.9  | 130,078 | D |
| Common Stock | 05/16/2013 | S | 2,113 | D | \$ 27.91 | 127,965 | D |
| Common Stock | 05/16/2013 | S | 1,400 | D | \$ 27.92 | 126,565 | D |
| Common Stock | 05/16/2013 | S | 1,900 | D | \$ 27.93 | 124,665 | D |
| Common Stock | 05/16/2013 | S | 1,121 | D | \$ 27.94 | 123,544 | D |
| Common Stock | 05/16/2013 | S | 4,900 | D | \$ 27.95 | 118,644 | D |
| Common Stock | 05/16/2013 | S | 2,700 | D | \$ 27.96 | 115,944 | D |
| Common Stock | 05/16/2013 | S | 2,500 | D | \$ 27.97 | 113,444 | D |
| Common Stock | 05/16/2013 | S | 1,500 | D | \$ 27.98 | 111,944 | D |
| Common Stock | 05/16/2013 | S | 3,200 | D | \$ 27.99 | 108,744 | D |
| Common Stock | 05/16/2013 | S | 800   | D | \$ 28    | 107,944 | D |
| Common Stock | 05/16/2013 | S | 400   | D | \$ 28.01 | 107,544 | D |
| Common Stock | 05/16/2013 | S | 2,700 | D | \$ 28.02 | 104,844 | D |
| Common Stock | 05/16/2013 | S | 2,900 | D | \$ 28.03 | 101,944 | D |
| Common Stock | 05/16/2013 | S | 1,300 | D | \$ 28.04 | 100,644 | D |
|              | 05/16/2013 | S | 2,000 | D |          | 98,644  | D |

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|              |            |  |   |       |    |    |        |  |       |
|--------------|------------|--|---|-------|----|----|--------|--|-------|
| Common Stock |            |  |   |       | \$ |    |        |  | 28.05 |
| Common Stock | 05/16/2013 |  | S | 600   | D  | \$ | 98,044 |  | 28.06 |
| Common Stock | 05/16/2013 |  | S | 1,600 | D  | \$ | 96,444 |  | 28.07 |
| Common Stock | 05/16/2013 |  | S | 8,872 | D  | \$ | 87,572 |  | 28.08 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Right to Buy)                     | \$ 22.38   | 05/16/2013                           |  | M                              | 4,000   | <u>(1)</u> 02/10/2015                                    | Common Stock  | 4,000                         |
| Options (Right to Buy)                     | \$ 22.38   | 05/16/2013                           |  | M                              | 16,000  | <u>(1)</u> 02/10/2015                                    | Common Stock  | 16,000                        |
| Options (Right to Buy)                     | \$ 22.98   | 05/16/2013                           |  | M                              | 4,872   | <u>(2)</u> 05/13/2014                                    | Common Stock  | 4,872                         |
| Options (Right to Buy)                     | \$ 22.98   | 05/16/2013                           |  | M                              | 25,128  | <u>(2)</u> 05/13/2014                                    | Common Stock  | 25,128                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Burke William A III  
C/O NEWELL RUBBERMAID INC.  
3 GLENLAKE PKWY.  
ATLANTA, GA 30328

EVP, Chief Operating Officer

## Signatures

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

05/20/2013

\_\_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) Options became exercisable in equal installments on February 10, 2006, 2007, 2008, 2009 & 2010.
- (2) Options became exercisable in equal installments on May 13, 2005, 2006, 2007, 2008 & 2009.

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