

NEWELL RUBBERMAID INC

Form 4

December 18, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Larson Paula S

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2014

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP, Human Resources

4. If Amendment, Date 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

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/16/2014		M		4,280	A	\$ 34.71	4,280	D
Common Stock	12/16/2014		F		1,428	D	\$ 34.71	2,852	D
Common Stock	12/16/2014		M		4,280	A	\$ 34.71	7,132	D
Common Stock	12/16/2014		F		1,428	D	\$ 34.71	5,704	D

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

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SEC 1474
(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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/16/2014		M	4,280	<u>(2)</u> <u>(2)</u>	Common Stock	4,280
Restricted Stock Units	<u>(1)</u>	12/16/2014		M	4,280	<u>(3)</u> <u>(3)</u>	Common Stock	4,280

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-Fact for Paula S. Larson 12/18/2014

__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 was the economic equivalent of one share of Newell Rubbermaid common stock.
- (2) The reporting person previously met the stock price performance criteria applicable to the first tranche of the award. However, because the award was not permitted to vest any earlier than the first anniversary of the date of grant the reporting person did not become vested in

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the award until December 16, 2014. Any portion of the award not vested as of December 16, 2020 shall expire.

(3) The reporting person became vested in 33 and 1/3% of the total RSUs that were granted on December 16, 2013.

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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