

Stipancich John K
Form 4
February 12, 2013

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 *
Stipancich John K

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)
02/08/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP, General Counsel & Secy

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 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	02/08/2013		M		8,000	A	\$ 21.74
Common Stock	02/08/2013		S		8,000	D	\$ 24.14
Common Stock	02/08/2013		S		10,000	D	\$ 24.14
Common Stock	02/11/2013		M		10,000	A	\$ 23.94
Common Stock	02/11/2013		F		3,447	D	\$ 23.94

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Common Stock	02/11/2013	M	10,320	A	\$ 23.94	26,147	D
Common Stock	02/11/2013	F	3,442	D	\$ 23.94	22,705	D
Common Stock	02/11/2013	A	20,520 (1)	A	\$ 23.94	43,225	D
Common Stock	02/11/2013	F	6,844	D	\$ 23.94	36,381	D
Common Stock	02/11/2013	M	27,000	A	\$ 13.64	63,381	D
Common Stock	02/11/2013	S	300	D	\$ 24.26	63,081	D
Common Stock	02/11/2013	S	300	D	\$ 24.27	62,781	D
Common Stock	02/11/2013	S	1,500	D	\$ 24.8	61,281	D
Common Stock	02/11/2013	S	2,000	D	\$ 24.29	59,281	D
Common Stock	02/11/2013	S	4,100	D	\$ 24.3	55,181	D
Common Stock	02/11/2013	S	5,400	D	\$ 24.31	49,781	D
Common Stock	02/11/2013	S	893	D	\$ 24.32	48,888	D
Common Stock	02/11/2013	S	3,500	D	\$ 24.33	45,388	D
Common Stock	02/11/2013	S	3,700	D	\$ 24.34	41,688	D
Common Stock	02/11/2013	S	4,507	D	\$ 24.35	37,181	D
Common Stock	02/11/2013	S	700	D	\$ 24.36	36,481	D
Common Stock	02/11/2013	S	100	D	\$ 24.37	36,381	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)

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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)	Amount or Number of Shares
Options (Right to Buy)	\$ 21.74	02/08/2013		M	8,000	<u>(2)</u> 08/26/2014	Common Stock	8,000
Restricted Stock Units	<u>(3)</u>	02/11/2013		M	10,000	02/09/2013 <u>(4)</u>	Common Stock	10,000
Restricted Stock Units	<u>(3)</u>	02/11/2013		M	10,320	02/10/2013 <u>(4)</u>	Common Stock	10,320
Options (Right to Buy)	\$ 13.64	02/11/2013		M	27,000	02/10/2013 02/10/2020	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stipancich John K C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328	EVP, General Counsel & Secy

Signatures

/s/ Christine E. Hermann, Attorney in Fact for John K.
Stipancich

02/12/2013

__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) Acquired upon vesting of performance-based restricted stock units previously granted on February 10, 2010.

(2) Options became exercisable in equal installments on August 26, 2006, 2007, 2008 & 2009.

(3) Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid common stock.

(4) N/A

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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