NEWELL RUBBERMAID INC

Form 4 May 09, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Last)

1.Title of

Security

(Instr. 3)

Security

(Print or Type Responses)

1. Name and Address of Reporting Person *

MAROHN WILLIAM D

2. Issuer Name and Ticker or Trading

Symbol

NEWELL RUBBERMAID INC

[NWL]

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

05/07/2008

101 LIGHTHOUSE DUNES PATH

(First)

(Street) 4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Officer (give title

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

ST. JOSEPH, MI 49085

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

(Middle)

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Estimated average

burden hours per

(A) or Code V Amount (D) Price

4. Securities

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion

or Exercise

(Month/Day/Year) Execution Date, if any

5. Number 6. Date Exercisable and Transaction of Derivative Expiration Date (Month/Day/Year) Securities

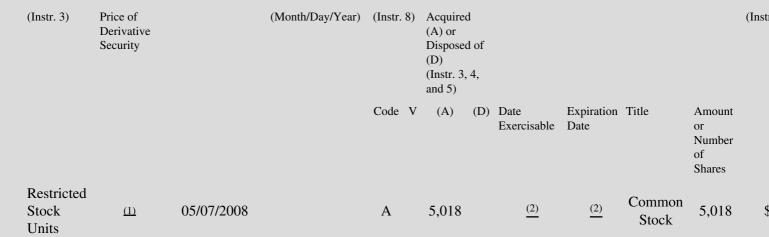
7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

1

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAROHN WILLIAM D 101 LIGHTHOUSE DUNES PATH X ST. JOSEPH, MI 49085

Signatures

/s/ Christine E. Vogt, Attorney in Fact for William Marohn

05/09/2008

**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 contingent right to receive one share of Newell Rubbermaid common stock.
 - The reporting person shall become vested in his or her award upon the first anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement. Vested shares are to be delivered to the reporting person within 30
- (2) days following the date of vesting. Prior to the vesting of the award, if the Company pays a dividend on 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.

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