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Martin Douglas L	4										
Form 4 February 08, 2013	3										
FORM 4				~					PPROVAL		
		STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287		
Check this box								Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNER Section 16. SECURITIES Form 4 or							Estimated a burden hou response	average Irs per			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Itility Ho	lding Co		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> Martin Douglas L			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			NEWELL RUBBERMAID INC [NWL]				(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				Director X Officer (gi	ve title Oth	% Owner er (specify		
C/O NEWELL R INC., 3 GLENLA			02/06/2	-			below) Exe	below) ecutive VP, CFC)		
				. If Amendment, Date Original iled(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
ATLANTA, GA	30328						Form filed by Person	More than One Ro	eporting		
(City) (A	State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/		Date, ifTransactionAcquired (A) or CodeCodeDisposed of (D)y/Year)(Instr. 8)(Instr. 3, 4 and 5)			(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	-	-	-				
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tabl					sposed of, or convertible	Beneficially Owner securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day/Year)		(Instr. 3 and 4)		See (In
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/06/2013		А	20,074		(2)	(2)	Common Stock	20,074	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Martin Douglas L C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PARKWAY ATLANTA, GA 30328			Executive VP, CFO				
Signatures							
/s/ Christine E. Hermann, Attorney in I Martin	Fact for D	ouglas L.	02/08/2013				

**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) 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.