

NEWELL RUBBERMAID INC  
 Form 4  
 December 03, 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  
 OMB Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILLETT ELIZABETH  
 CUTHBERT**

(Last) (First) (Middle)

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

(Street)

**ATLANTA, GA 30328**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/01/2014**

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

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify  
 below)

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

**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	12/01/2014		S		32,833	D	35.97 <u>(1)</u>	
Common Stock							21,725 <u>(2)</u>	Custodian for Daughter
Common Stock							6,345.1779 <u>(2)</u>	Custodian for Daughter - Dividend Reinvestment Plan

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Common Stock						21,725 <sup>(3)</sup>	I	Custodian for Son
Common Stock						6,031.5655 <sup>(3)</sup>	I	Custodian for Son - Dividend Reinvestment Plan
Common Stock	12/02/2014		S	45,690	D	\$ 35.79	92,481	D

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

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**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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLETT ELIZABETH CUTHBERT C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328	X			

## Signatures

/s/ Christine E. Hermann, Attorney in Fact for Elizabeth Cuthbert-Millett

12/03/2014

\*\*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).

In connection with the sale of stock, the reporting person sold 32,833 shares at a weighted average price of \$35.97 at prices ranging from  
(1) \$35.89 to \$36.04. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

As of July 22, 2014, these securities were held in the reporting person's adult daughter's name who does not share the same household as  
(2) the reporting person. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

As of July 22, 2014, these securities were held in the reporting person's adult son's name who does not share the same household as the  
(3) reporting person. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

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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