

NEWELL RUBBERMAID INC
 Form 4/A
 December 03, 2015

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

OMB APPROVAL
 OMB Number: 3235-0287
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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

(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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Chief Financial Officer

(Last) (First) (Middle)
 C/O NEWELL RUBBERMAID
 INC., 3 GLENLAKE PARKWAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2015

ATLANTA, GA 30328

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 02/09/2015

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

(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 (1) (2)	(A) or (D)	Price			
Common Stock	02/09/2015		M			39,726 (1) (2)	A	\$ 37.65	54,411	D	
Common Stock	02/09/2015		F			17,319 (1)	D	\$ 37.65	37,092	D	
Common Stock	02/09/2015		M			14,713 (1) (3)	A	\$ 37.65	51,805	D	
Common Stock	02/09/2015		F			4,991 (1)	D	\$ 37.65	46,814	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. Amount or Number of Shares
Restricted Stock Units	(4)	02/09/2015		M	14,713	02/09/2015 (5)	Common Stock	14,713

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stipancich John K C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PARKWAY ATLANTA, GA 30328			EVP, Chief Financial Officer	

Signatures

/s/ Michael R. Peterson, Attorney-in-fact for John K. Stipancich
Date: 12/03/2015

**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).

- This Amended Form 4 is being filed solely to reflect a tax adjustment to the number of shares withheld. Due to an administrative error, 3,332 and 4,928 shares of Newell Rubbermaid Inc. common stock were overwithheld, respectively, in the reported transactions. Upon discovery of the error, these overwithheld shares were credited to the reporting person's account and reflected in the reporting person's total direct ownership.
- (1) This Amended Form 4 is being filed solely to reflect a tax adjustment to the number of shares withheld. Due to an administrative error, 3,332 and 4,928 shares of Newell Rubbermaid Inc. common stock were overwithheld, respectively, in the reported transactions. Upon discovery of the error, these overwithheld shares were credited to the reporting person's account and reflected in the reporting person's total direct ownership.
 - (2) Acquired upon vesting of performance-based restricted stock units previously granted on February 8, 2012.
 - (3) Acquired upon vesting of time-based restricted stock units previously granted on February 8, 2012.
 - (4) Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid Inc. common stock.

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(5) 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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