

NEWELL RUBBERMAID INC  
 Form 4/A  
 December 29, 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 \*  
 POLK MICHAEL B

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)  
 12/24/2015

\_\_\_\_ Director  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and CEO

ATLANTA, GA 30328

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/09/2015		M	A	\$ 99,884 (1) (2)	422,122	D
Common Stock	02/09/2015		F	D	\$ 47,916 (1)	374,206	D
Common Stock	02/09/2015		A	A	\$ 419,513 (3)	793,719	D
Common Stock	02/09/2015		F	D	\$ 217,518	317,226 (4)	D
Common Stock						28,800 (5)	I Michael B. Polk

							December 2012 3-year GRAT
Common Stock				75,875 <sup>(5)</sup>	I		Michael B. Polk December 2012 5-year GRAT
Common Stock				86,144 <sup>(5)</sup>	I		Michael B. Polk December 2013 3-year GRAT
Common Stock				125,000 <sup>(6)</sup>	I		Michael B. Polk May 2015 3-year GRAT

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	02/09/2015		M	99,884	02/09/2015	<u>(8)</u>	Common Stock	99,884

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLK MICHAEL B C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328			President and CEO	

## Signatures

/s/ Michael R. Peterson, Attorney in Fact for Michael B.

Polk

12/29/2015

\_\_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

(1) 3,387 shares of Newell Rubbermaid Inc. Common Stock were over-withheld in the reported transaction. Upon discovery of the error these shares were credited to the reporting person's account and reflected in the reporting person's total direct ownership.

(2) Acquired on vesting of time-based restricted stock units previously granted on February 8, 2012.

(3) Acquired upon vesting of performance-based restricted stock units previously granted on February 8, 2012.

(4) Reflects the distribution of shares of common stock from GRATs. Also reflects the contribution of 125,000 shares of common stock to a 3-year GRAT established in May 2015. The distributions and contribution qualify as only a change in the form of the Reporting Person's beneficial ownership, and as such, have not been previously reported. Also, reflects the previously reported sale of 150,000 shares on February 10, 2015.

(5) Reflects the distribution of shares of common stock from this GRAT. This distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and as such, has not been previously reported.

(6) Reflects the contribution of 125,000 shares of common stock to a 3-year GRAT established in May 2015. This contribution qualifies as only a change in the form of the Reporting Person's beneficial ownership, and as such, has not been previously reported.

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

(8) 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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