

NEWELL BRANDS INC

Form 4

February 15, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POLK MICHAEL B

(Last) (First) (Middle)

**C/O NEWELL BRANDS INC., 6655
PEACHTREE DUNWOODY ROAD**

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

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

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

02/13/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/13/2017		M	(A) or (D) Amount 218,040 (1) Price \$ 47.06	556,209	D	
Common Stock	02/13/2017		F	(A) or (D) Amount 109,946 Price \$ 47.06	446,263	D	
Common Stock	02/13/2017		M	(A) or (D) Amount 77,871 Price \$ 47.06	524,134	D	
Common Stock	02/13/2017		F	(A) or (D) Amount 40,377 Price \$ 47.06	483,757	D	
Common Stock					19,257	I	By Trust

Common Stock		68,090	I	Michael B. Polk December 2012 5-year GRAT
Common Stock		58,342	I	Michael B. Polk December 2013 3-year GRAT
Common Stock		96,500	I	Michael B. Polk May 2015 3-year GRAT
Common Stock		92,500	I	Michael B. Polk August 2016 3-year GRAT
Common Stock		92,500	I	Michael B. Polk August 2016 5-year GRAT
Common Stock		92,500	I	Michael B. Polk August 2016 7-year GRAT

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/13/2017	M		77,871		02/12/2017	(3)	Common Stock	77,871

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLK MICHAEL B C/O NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD ATLANTA, GA 30328			CEO	

Signatures

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

02/15/2017

**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) Acquired upon vesting of performance-based restricted stock units previously granted on February 12, 2014.
- (2) Each restricted stock unit is the equivalent of one share of Newell Brands Inc. common stock.
- (3) 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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