

Martin Douglas L  
 Form 3  
 September 12, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Martin Douglas L</p> <p>(Last) (First) (Middle)</p> <p>C/O NEWELL RUBBERMAID INC.,Â 3 GLENLAKE PARKWAY</p> <p>(Street)</p> <p>ATLANTA,Â GAÂ 30328</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/04/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NEWELL RUBBERMAID INC [NWL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive VP, CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,584	D	Â
Common Stock	159	I	IRA Account
Common Stock	2,164	I	401(k)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option (Right to Buy)	Â <u>(1)</u>	11/01/2012	Common Stock	6,200	\$ 32.45	D	Â
Option (Right to Buy)	Â <u>(2)</u>	05/08/2013	Common Stock	2,400	\$ 29.34	D	Â
Option (Right to Buy)	Â <u>(3)</u>	05/13/2014	Common Stock	12,000	\$ 22.98	D	Â
Option (Right to Buy)	Â <u>(4)</u>	02/10/2015	Common Stock	12,000	\$ 22.38	D	Â
Option (Right to Buy)	Â <u>(5)</u>	02/08/2016	Common Stock	9,600	\$ 23.99	D	Â
Option (Right to Buy)	Â <u>(6)</u>	02/06/2017	Common Stock	12,000	\$ 30.37	D	Â
Option (Right to Buy)	Â <u>(7)</u>	02/13/2018	Common Stock	12,000	\$ 23.32	D	Â
Option (Right to Buy)	Â <u>(8)</u>	02/10/2020	Common Stock	9,701	\$ 13.64	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	3,685	\$ 0	D	Â
Restricted Stock Units	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	2,656	\$ 0	D	Â
Option (Right to Buy)	Â <u>(11)</u>	02/09/2021	Common Stock	6,788	\$ 19.68	D	Â
Restricted Stock Units	Â <u>(12)</u>	Â <u>(12)</u>	Common Stock	2,896	\$ 0	D	Â
Restricted Stock Units	Â <u>(13)</u>	Â <u>(13)</u>	Common Stock	4,624	\$ 0	D	Â

## 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	Â	Â	Â Executive VP, CFO	Â

## Signatures

/s/ Christine E. Hermann, Attorney in Fact for Douglas L.  
Martin

09/12/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options granted on November 1, 2002. Options are fully vested.
- (2) Options granted on May 8, 2003. Options are fully vested.
- (3) Options granted on May 13, 2004. Options are fully vested.
- (4) Options granted on February 10, 2005. Options are fully vested.
- (5) Options granted on February 8, 2006. Options are fully vested.
- (6) Options granted on February 6, 2007. Options are fully vested.
- (7) Option granted on February 13, 2008. Options become exercisable in annual installments of 20% of the number of options granted.
- (8) Option granted on February 10, 2010. Options become exercisable on the third anniversary of the date of grant.
- Restricted Stock Units granted on February 10, 2010. 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 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.
- (9) Restricted Stock Units granted on February 9, 2011. 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 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.
- (10) Options granted on February 9, 2011. Options become exercisable on the third anniversary of the date of grant.
- Restricted Stock Units granted on June 30, 2011. 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 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.
- (11) Restricted Stock Units granted on February 8, 2012. This award vests in annual installments of 33 and 1/3 % of the number of RSUs awarded, 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 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.
- (12) Restricted Stock Units granted on February 8, 2012. This award vests in annual installments of 33 and 1/3 % of the number of RSUs awarded, 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 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.
- (13)

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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