

ROBERTS JAMES J
Form 4
May 01, 2006

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 *
ROBERTS JAMES J

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)
18321 BOWSPIRIT POINTE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President - Rubbermaid/Irwin

CORNELIUS, NC 28031

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/27/2006		M	(A) or (D) Amount 6,860 (1) A \$ 24	84,550	D	
Common Stock	04/27/2006		M	(A) or (D) Amount 10,000 (1) A \$ 22.98	94,550	D	
Common Stock	04/27/2006		S	(A) or (D) Amount 16,860 (1) D \$ 27	77,690	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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		
Option (Right to Buy)	\$ 24	04/27/2006		M	6,860 (1)	(2)	05/09/2011	Common Stock		6,860
Option (Right to Buy)	\$ 22.98	04/27/2006		M	10,000 (1)	(3)	05/13/2014	Common Stock		10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROBERTS JAMES J 18321 BOWSPIRIT POINTE ROAD CORNELIUS, NC 28031	President - Rubbermaid/Irwin

Signatures

/s/ Christine E. Vogt, Attorney in Fact for James J.
Roberts

05/01/2006

____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) The transactions were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Options become exercisable in three equal installments on May 9, 2002, 2003, 2004, 2005 and 2006.
- (3) Options become exercisable in three equal installments on May 13, 2005, 2006, 2007, 2008 and 2009.
- (4) Not applicable

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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