

Woehrle Ted  
Form 4  
February 15, 2012

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Woehrle Ted

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. VP & Chief Marketing Officer

C/O NEWELL RUBBERMAID  
INC., 3 GLENLAKE PKWY.

(Street)

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

ATLANTA, GA 30328

(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        | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/13/2012                           |                                                    | M                              |                                                                   | 15,250        | A          | \$ 18.97                                                                                      | 39,751                                                   | D                                                     |
| Common Stock                    | 02/13/2012                           |                                                    | F                              |                                                                   | 4,949         | D          | \$ 18.97                                                                                      | 34,802                                                   | D                                                     |
| Common Stock                    | 02/13/2012                           |                                                    | A                              |                                                                   | 19,825<br>(1) | A          | \$ 18.97                                                                                      | 54,627                                                   | D                                                     |
| Common Stock                    | 02/13/2012                           |                                                    | F                              |                                                                   | 6,599         | D          | \$ 18.97                                                                                      | 48,028                                                   | D                                                     |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Restricted<br>Stock<br>Units                        | (2)                                                                | 02/13/2012                              |                                                             | M                                    | 15,250                                                                                                       | 02/13/2012                                                     | (3) Common<br>Stock                                                 | 15,250                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                                  |       |
|------------------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                          | Other |
| Woehrle Ted<br>C/O NEWELL RUBBERMAID INC.<br>3 GLENLAKE PKWY.<br>ATLANTA, GA 30328 |               |           | Sr. VP & Chief Marketing Officer |       |

## Signatures

/s/ Christine E. Hermann, Attorney in Fact for Theodore  
Woehrle

02/15/2012

\_\_\_\_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 11, 2009.

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

(3) 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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