

Edgar Filing: NEWELL RUBBERMAID INC - Form S-8 POS

NEWELL RUBBERMAID INC
Form S-8 POS
June 20, 2006

As filed with the Securities and Exchange Commission on June 20, 2006

Registration No. 333-134177

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

POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-8
Registration Statement
under
The Securities Act of 1933

NEWELL RUBBERMAID INC.
(Exact name of registrant as specified in its charter)

DELAWARE ----- (State or other jurisdiction of incorporation or organization)	36-3514169 ----- (I.R.S. employer identification no.)
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10B Glenlake Parkway
Suite 300
Atlanta, Georgia 30328
(Address of principal executive offices, including zip code)

NEWELL RUBBERMAID INC.
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Dale L. Matschullat
Vice President-General Counsel & Corporate Secretary
10B Glenlake Parkway
Suite 300
Atlanta, Georgia 30328
(Name and address of agent for service)

(770) 407-3830
(Telephone number, including area code, of agent for service)

With a copy to:
Lauralyn G. Bengel
Schiff Hardin LLP
6600 Sears Tower
Chicago, Illinois 60606
(312) 258-5500

EXPLANATORY NOTE

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On May 16, 2006, Newell Rubbermaid Inc. (the "Registrant") filed a Registration Statement on Form S-8 (File No. 333-134177) to register 5,000,000 shares of its Common Stock issuable under the Newell Rubbermaid Inc. Employee Stock Purchase Plan (the "Plan") and an indeterminate number of participation interests in the Plan. No shares or participation interests included in that Registration Statement have been offered or sold. In order to avoid any question as to the Registrant's ability to use a Form S-8 at the time of the original filing, this Post-Effective Amendment No. 1 is being filed to deregister the shares and associated participation interests. The Registrant is concurrently filing a new Registration Statement on Form S-8 to register 5,000,000 shares for issuance under the Plan and to reflect the carry over and use of the related filing fee from the original Registration Statement.

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SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 19th day of June, 2006.

NEWELL RUBBERMAID INC.

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(Registrant)

By: /s/ Dale L. Matschullat

Dale L. Matschullat
Vice President-General Counsel
and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Mark D. Ketchum* ----- Mark D. Ketchum	President and Chief Executive Officer (Principal Executive Officer) and Director	
/s/ J. Patrick Robinson* ----- J. Patrick Robinson	Vice President - Chief Financial Officer (Principal Financial Officer)	
/s/ Ronald L. Hardnock* ----- Ronald L. Hardnock	Vice President - Corporate Controller (Principal Accounting Officer)	

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SIGNATURE -----	TITLE -----	DATE -----
/s/ Thomas E. Clarke* ----- Thomas E. Clarke	Director	
/s/ Scott S. Cowen* ----- Scott S. Cowen	Director	
/s/ Michael T. Cowhig* ----- Michael T. Cowhig	Director	
/s/ William D. Marohn* -----	Chairman of the Board	

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----- and Director
William D. Marohn

/s/ Elizabeth Cuthbert Millett* Director

Elizabeth Cuthbert Millett

/s/ Cynthia A. Montgomery* Director

Cynthia A. Montgomery

/s/ Allan P. Newell* Director

Allan P. Newell

/s/ Steven J. Strobel* Director

Steven J. Strobel

/s/ Gordon R. Sullivan* Director

Gordon R. Sullivan

/s/ Raymond G. Viault* Director

Raymond G. Viault

*By: /s/ Dale L. Matschullat June 19, 2006

Dale L. Matschullat
Attorney-In-Fact and
Agent for Service

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on June 19, 2006.

NEWELL RUBBERMAID INC.
EMPLOYEE STOCK PURCHASE PLAN

By: /s/ Thomas E. Clarke*

Thomas E. Clarke
Organizational Development &

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Compensation Committee

*By: /s/ Dale L. Matschullat

Dale L. Matschullat
Attorney-In-Fact and
Agent for Service