

NEWELL RUBBERMAID INC

Form 4

December 18, 2014

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Larson Paula S

(Last) (First) (Middle)

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

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2014

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 below) \_\_\_\_ Other (specify below)  
EVP, Human Resources

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Common Stock                    | 12/16/2014                           |                                                    | M                              |                                                                   | 4,280  | A \$ 34.71       | 4,280                                                                                         |                                                          | D                                 |
| Common Stock                    | 12/16/2014                           |                                                    | F                              |                                                                   | 1,428  | D \$ 34.71       | 2,852                                                                                         |                                                          | D                                 |
| Common Stock                    | 12/16/2014                           |                                                    | M                              |                                                                   | 4,280  | A \$ 34.71       | 7,132                                                                                         |                                                          | D                                 |
| Common Stock                    | 12/16/2014                           |                                                    | F                              |                                                                   | 1,428  | D \$ 34.71       | 5,704                                                                                         |                                                          | 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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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. Pr<br>Deriv<br>Secu<br>(Instr |                                        |    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------|----------------------------------------|----|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                            | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 12/16/2014                              |                                                             | M                                    |                                                                                                                 | 4,280                                                          |     | (2)                                                                 | (2)                | Common<br>Stock                  | 4,280                                  | \$ |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 12/16/2014                              |                                                             | M                                    |                                                                                                                 | 4,280                                                          |     | (3)                                                                 | (3)                | Common<br>Stock                  | 4,280                                  | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                      |       |
|---------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer              | Other |
| Larson Paula S<br>C/O NEWELL RUBBERMAID INC.<br>3 GLENLAKE PKWY.<br>ATLANTA, GA 30328 |               |           | EVP, Human Resources |       |

## Signatures

/s/ Christine E. Hermann, Attorney-in-Fact for Paula S.  
Larson

12/18/2014

\*\*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) Each restricted stock unit was the economic equivalent of one share of Newell Rubbermaid common stock.
- (2) The reporting person previously met the stock price performance criteria applicable to the first tranche of the award. However, because the award was not permitted to vest any earlier than the first anniversary of the date of grant the reporting person did not become vested in

## Edgar Filing: NEWELL RUBBERMAID INC - Form 4

the award until December 16, 2014. Any portion of the award not vested as of December 16, 2020 shall expire.

(3) The reporting person became vested in 33 and 1/3% of the total RSUs that were granted on December 16, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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