

Burke William A III
 Form 4
 May 20, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burke William A III

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)
 05/16/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Chief Operating 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)
 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	05/16/2013		M		4,000	A	\$ 22.38
Common Stock	05/16/2013		M		16,000	A	\$ 22.38
Common Stock	05/16/2013		M		4,872	A	\$ 22.98
Common Stock	05/16/2013		M		25,128	A	\$ 22.98
Common Stock	05/16/2013		S		800	D	\$ 27.84

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Common Stock	05/16/2013	S	1,800	D	\$ 27.85	134,972	D
Common Stock	05/16/2013	S	400	D	\$ 27.86	134,572	D
Common Stock	05/16/2013	S	1,407	D	\$ 27.87	133,165	D
Common Stock	05/16/2013	S	700	D	\$ 27.88	132,465	D
Common Stock	05/16/2013	S	1,200	D	\$ 27.89	131,265	D
Common Stock	05/16/2013	S	1,187	D	\$ 27.9	130,078	D
Common Stock	05/16/2013	S	2,113	D	\$ 27.91	127,965	D
Common Stock	05/16/2013	S	1,400	D	\$ 27.92	126,565	D
Common Stock	05/16/2013	S	1,900	D	\$ 27.93	124,665	D
Common Stock	05/16/2013	S	1,121	D	\$ 27.94	123,544	D
Common Stock	05/16/2013	S	4,900	D	\$ 27.95	118,644	D
Common Stock	05/16/2013	S	2,700	D	\$ 27.96	115,944	D
Common Stock	05/16/2013	S	2,500	D	\$ 27.97	113,444	D
Common Stock	05/16/2013	S	1,500	D	\$ 27.98	111,944	D
Common Stock	05/16/2013	S	3,200	D	\$ 27.99	108,744	D
Common Stock	05/16/2013	S	800	D	\$ 28	107,944	D
Common Stock	05/16/2013	S	400	D	\$ 28.01	107,544	D
Common Stock	05/16/2013	S	2,700	D	\$ 28.02	104,844	D
Common Stock	05/16/2013	S	2,900	D	\$ 28.03	101,944	D
Common Stock	05/16/2013	S	1,300	D	\$ 28.04	100,644	D
	05/16/2013	S	2,000	D		98,644	D

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Common Stock					\$ 28.05		
Common Stock	05/16/2013		S	600	D	\$ 28.06	98,044 D
Common Stock	05/16/2013		S	1,600	D	\$ 28.07	96,444 D
Common Stock	05/16/2013		S	8,872	D	\$ 28.08	87,572 D

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

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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
Options (Right to Buy)	\$ 22.38	05/16/2013		M	4,000	<u>(1)</u> 02/10/2015	Common Stock	4,000
Options (Right to Buy)	\$ 22.38	05/16/2013		M	16,000	<u>(1)</u> 02/10/2015	Common Stock	16,000
Options (Right to Buy)	\$ 22.98	05/16/2013		M	4,872	<u>(2)</u> 05/13/2014	Common Stock	4,872
Options (Right to Buy)	\$ 22.98	05/16/2013		M	25,128	<u>(2)</u> 05/13/2014	Common Stock	25,128

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Burke William A III
C/O NEWELL RUBBERMAID INC.
3 GLENLAKE PKWY.
ATLANTA, GA 30328

EVP, Chief Operating Officer

Signatures

/s/ Christine E. Hermann, Attorney in Fact for William A.
Burke, III

05/20/2013

__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) Options became exercisable in equal installments on February 10, 2006, 2007, 2008, 2009 & 2010.
 - (2) Options became exercisable in equal installments on May 13, 2005, 2006, 2007, 2008 & 2009.

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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