

NEWELL BRANDS INC

Form 4

February 15, 2017

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POLK MICHAEL B**

(Last) (First) (Middle)

**C/O NEWELL BRANDS INC., 6655  
PEACHTREE DUNWOODY ROAD**

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/13/2017**

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)  
CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2017		M	(A) or (D) Amount 218,040 (1) Price \$ 47.06	556,209	D	
Common Stock	02/13/2017		F	D Amount 109,946 Price \$ 47.06	446,263	D	
Common Stock	02/13/2017		M	A Amount 77,871 Price \$ 47.06	524,134	D	
Common Stock	02/13/2017		F	D Amount 40,377 Price \$ 47.06	483,757	D	
Common Stock					19,257	I	By Trust

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Common Stock		68,090	I	Michael B. Polk December 2012 5-year GRAT
Common Stock		58,342	I	Michael B. Polk December 2013 3-year GRAT
Common Stock		96,500	I	Michael B. Polk May 2015 3-year GRAT
Common Stock		92,500	I	Michael B. Polk August 2016 3-year GRAT
Common Stock		92,500	I	Michael B. Polk August 2016 5-year GRAT
Common Stock		92,500	I	Michael B. Polk August 2016 7-year GRAT

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	02/13/2017	M		77,871		02/12/2017	(3)	Common Stock	77,871	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLK MICHAEL B C/O NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD ATLANTA, GA 30328			CEO	

## Signatures

/s/ Michael R. Peterson, Attorney in Fact for Michael B. Polk

02/15/2017

\*\*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 12, 2014.
- (2) Each restricted stock unit is the equivalent of one share of Newell Brands Inc. common stock.
- (3) N/A

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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