

POLK MICHAEL B
Form 4
August 28, 2017

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 *
POLK MICHAEL B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
221 RIVER STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

HOBOKEN, NJ 07030

(City) (State) (Zip)

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

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 | 08/24/2017 | | A | V 0 ⁽¹⁾ A \$ 0 | 604,296 ⁽¹⁾ | D | |
| Common Stock | | | | | 47,303 | I | By Trust (spouse as trustee) |
| Common Stock | | | | | 58,031 | I | Michael B. Polk December 2012 5-year GRAT |
| | | | | | 64,866 | I | |

| | | | | | | |
|--------------|-----------------------|---|--|--|--|-----------------------------------------|
| Common Stock | | | | | | Michael B. Polk May 2015 3-year GRAT |
| Common Stock | 64,600 ⁽²⁾ | I | | | | Michael B. Polk August 2016 3-year GRAT |
| Common Stock | 79,200 ⁽³⁾ | I | | | | Michael B. Polk August 2016 5-year GRAT |
| Common Stock | 85,150 ⁽⁴⁾ | 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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(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 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POLK MICHAEL B 221 RIVER STREET | X | | CEO | |

HOBOKEN, NJ 07030

Signatures

/s/ Leah Lower, Attorney in Fact for Michael B.
Polk

08/28/2017

__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) Reflects the distribution of shares of common stock from GRATs. The distribution qualifies as only a change in the form of the Reporting Person's beneficial ownership.
- (2) Reflects the distribution of 27,900 shares of common stock from this GRAT to the Reporting Person. This distributions qualifies as only a change in the form of the Reporting Person's beneficial ownership.
- (3) Reflects the distribution of 13,300 shares of common stock from this GRAT to the Reporting Person. This distributions qualifies as only a change in the form of the Reporting Person's beneficial ownership.
- (4) Reflects the distribution of 7,350 shares of common stock from this GRAT to the Reporting Person. This distributions qualifies as only a change in the form of the Reporting Person's beneficial ownership.

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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