

NEWELL RUBBERMAID INC  
 Form 3  
 January 08, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â DAVIES RICHARD B (Last) (First) (Middle)  C/O NEWELL RUBBERMAID INC., Â 3 GLENLAKE PARKWAY (Street)  ATLANTA, Â GA Â 30328 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2016	3. Issuer Name and Ticker or Trading Symbol NEWELL RUBBERMAID INC [NWL]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Chief Development Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of	Security	Security: Direct (D)	

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				Shares			or Indirect (I) (Instr. 5)
Cash Settled Stock Units	Â (1)	Â (1)	Common Stock	11,274	\$ 0		D Â
Cash Settled Stock Units	Â (2)	Â (2)	Common Stock	13,545	\$ 0		D Â
Cash Settled Stock Units	Â (3)	Â (3)	Common Stock	10,136	\$ 0		D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIES RICHARD B C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PARKWAY ATLANTA, GA 30328	Â	Â	Â EVP, Chief Development Officer	Â

## Signatures

/s/ Leah Lower, attorney-in-fact for Richard Davies 01/08/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock Units granted on February 6, 2013 under the Newell Rubbermaid Inc. International Incentive Plan. Each stock unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange. The reporting person shall become fully vested in his or her award upon the third anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement.

(2) Stock Units granted on February 12, 2014 under the Newell Rubbermaid Inc. International Incentive Plan. Each stock unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange. The reporting person shall become fully vested in his or her award upon the third anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement.

(3) Stock Units granted on February 11, 2015 under the Newell Rubbermaid Inc. International Incentive Plan. Each stock unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange. The reporting person shall become fully vested in his or her award upon the third anniversary of the date of the grant of the award, but the award may vest earlier in the event of death, disability or retirement. Prior to the vesting to award, if the Company pays a dividend on its common stock, the reporting person will receive an amount in cash equal in value to the dividends that the reporting person would have received had the reporting person been the actual owner of the number of shares of Newell Rubbermaid common stock represented by the restricted stock units.

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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