## Edgar Filing: NEWELL RUBBERMAID INC - Form 4

NEWELL RUB	BERMAID II	NC									
Form 4 December 18, 20	113										
								OMB A	PPROVA	L	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Workington D.C. 20540										3235-0287	
Check this bo	X	Washington, D.C. 20549						Expires:	Januar	y 31,	
if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES							Estimated burden hou response	average urs per	2005 0.5	
Form 5 obligations may continue <i>See</i> Instructio 1(b).	Section 17(	a) of the	Public U	• •	ling Cor	npany Act	nge Act of 1934, of 1935 or Section 1940	on			
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> Larson Paula S			2. Issuer Name <b>and</b> Ticker or Trading Symbol NEWELL RUBBERMAID INC			5. Relationship of Reporting Person(s) to Issuer					
			[NWL]				(Check all applicable)				
(Last)	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner X_ Officer (give title Other (specify						
C/O NEWELL INC., 3 GLENL		12/16/2013				below) below) EVP, Human Resources					
	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person							
ATLANTA, GA					Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	ole I - Non-D	<b>)</b> erivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	I I	
		nsaction Date 2A. Deemed h/Day/Year) Execution D any (Month/Day				(A) or of (D) 4 and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownershi (Instr. 4)	ıl	
	or Code V Amount (D) Pric				(Instr. 3 and 4)						
Reminder: Report o	on a separate line	e for each cl	ass of sec	surities benefi	-	-	or indirectly.	ction of s	SEC 1474		
information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.											
	Tab			curities Acqu ls, warrants,			Beneficially Owned securities)	I			

1. Title of<br/>Derivative2.3. Transaction Date3A. Deemed4.5. Number of<br/>TransactionDerivative6. Date Exercisable and<br/>Expiration Date7. Title and Amount of<br/>Underlying Securities8. I1. Title of<br/>Derivative2.3. Transaction Date4.5. Number of<br/>TransactionDerivative6. Date Exercisable and<br/>Expiration Date7. Title and Amount of<br/>Underlying Securities8. I

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day. f	/Year)	(Instr. 3 and	4)	Sec (In
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	12/16/2013		А	12,842	(2)	(2)	Common Stock	12,842	
Restricted Stock Units	<u>(1)</u>	12/16/2013		А	12,842	(3)	(3)	Common Stock	12,842	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Larson Paula S C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328			EVP, Human Resources				
Signatures							
/s/ Christine E. Hermann, Attorney in Fact for Paula Larson			12/18/2013				

\*\*Signature of Reporting Person

## **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 represents a contigent right to receive one share Newell Rubbermaid common stock.
- (2) The reporting person shall become vested in the award in equal installments on December 16, 2014, 2015 & 2016.

The reporting person shall become one-third vested in the award when the Company's average closing stock price for any continuous 20 day trading period (the "20 Day Average Price") after the date of grant equals or exceeds \$33.73, but no earlier than December 16, 2014; an additional one-third of the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and additional one-third of the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and additional one-third of the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2014; and 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier than December 16, 2015 are the award shall vest when the 20 Day Average Price equals or exceeds \$35.26, but no earlier

Date

(3) 2015; and the remaining one-third of the award shall vest when the 20 Day Average Price equals or exceeds \$36.79, but no earlier than December 16, 2016. The reporting person will not receive dividend equivalents at the time any dividends are paid. Rather, all such dividend equivalents will be credited to an account for the reporting person, and will be paid only to the extent that the applicable performance criteria are met and the RSUs vest. Any portion of the award not vested as of December 16, 2020 shall expire.

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.