

Stipancich John K
Form 3
January 06, 2010

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Stipancich John K | | (Month/Day/Year) | NEWELL RUBBERMAID INC [NWL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2010 | | |
| C/O NEWELL RUBBERMAID INC., Â 3 GLENLAKE PKWY. | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Sr. VP, General Counsel & Secy | |
| ATLANTA, Â GA Â 30328 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 12,412 | D | Â |

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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Option (Right to Buy) | Â (2) | 08/26/2014 | Common Stock | 8,000 | \$ 21.74 | D | Â |
| Option (Right to Buy) | Â (3) | 02/10/2015 | Common Stock | 4,000 | \$ 22.38 | D | Â |
| Option (Right to Buy) | Â (4) | 03/01/2015 | Common Stock | 4,800 | \$ 22.43 | D | Â |
| Option (Right to Buy) | Â (5) | 02/08/2016 | Common Stock | 11,000 | \$ 23.99 | D | Â |
| Option (Right to Buy) | Â (6) | 02/06/2017 | Common Stock | 11,000 | \$ 30.37 | D | Â |
| Option (Right to Buy) | Â (7) | 02/13/2018 | Common Stock | 8,000 | \$ 23.32 | D | Â |
| Option (Right to Buy) | Â (8) | 02/11/2019 | Common Stock | 13,067 | \$ 7.71 | D | Â |
| Restricted Stock Unit | Â (9) | Â (9) | Common Stock | 8,000 | \$ (10) | D | Â |
| Restricted Stock Unit | Â (11) | Â (11) | Common Stock | 5,085 | \$ (10) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stipancich John K C/O NEWELL RUBBERMAID INC. 3 GLENLAKE PKWY. ATLANTA, GA 30328 | Â | Â | Â Sr. VP, General Counsel & Secy | Â |

Signatures

Christine E. Hermann, Attorney in Fact for John K. Stipancich

01/06/2010

**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) Includes 6,961 shares of Restricted Stock granted on February 6, 2007 and 5,451 shares of Restricted Stock granted on February 13, 2008. All restrictions on shares lapse on the third anniversary of the date of grant.
- (2) 10,000 options were granted on August 26, 2004. 8,000 options remain outstanding. Options become exercisable in annual installments of 20% of the number of options granted.
- (3)

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5,000 options were granted on February 10, 2005. 4,000 options remain outstanding. Options become exercisable in annual installments of 20% of the number of options granted.

- (4) 6,000 options granted on March 1, 2005. 4,800 options remain outstanding. Options become exercisable in annual installments of 20% of the number of options granted.
- (5) Options granted on February 8, 2006. Options become exercisable in annual installments of 20% of the number of options granted.
- (6) Options granted on February 6, 2007. Options become exercisable in annual installments of 20% of the number of options granted.
- (7) Options granted on February 13, 2008. Options become exercisable in annual installments of 20% of the number of options granted.
- (8) Options granted on February 11, 2009. Options become exercisable on the third anniversary of the date of the grant.

Restricted Stock Units were granted on December 12, 2008. The reporting person shall become 50% vested in his or her award upon the second anniversary of the date of the grant of the award and fully vested after the third anniversary of the award, but the award may vest earlier in the event of death, disability or retirement. Vested shares are to be delivered to the reporting person within 30 days following the date of vesting. Prior to the vesting of the 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 Newell Rubbermaid common stock represented by the restricted stock units.

- (9)
- (10) Each restricted stock unit represents a contingent right to receive one share of Newell Rubbermaid common stock.

Restricted Stock Units were granted on February 11, 2009. 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.

- (11) Vested shares are to be delivered to the reporting person within 30 days following the date of vesting. Prior to the vesting of the 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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