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NEWELL RUBBERMAID INC
Form S-8
May 23, 2005

As filed with the Securities and Exchange Commission on May 23, 2005
Registration No. 333-

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

FORM S-8
Registration Statement
under
The Securities Act of 1933

NEWELL RUBBERMAID INC.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	36-3514169 (I.R.S. employer identification no.)
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10B Glenlake Parkway
Suite 600
Atlanta, Georgia 30328
(Address of principal executive offices, including zip code)

NEWELL RUBBERMAID INC. 401(k) SAVINGS PLAN
(Full title of the plan)

Dale L. Matschullat
Vice President-General Counsel
& Corporate Secretary
10B Glenlake Parkway
Suite 600
Atlanta, Georgia 30328
(Name and address of agent for service)

(770) 407-3830
(Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel
Schiff Hardin LLP
6600 Sears Tower
Chicago, Illinois 60606
(312) 258-5500

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Propose maximu aggrega offering p
Common Stock, par value \$1.00 share (including Common Stock Purchase Rights)	3,357,824 (1) (2)	\$21.555 (2)	\$72,377,896
Interests in the Plan	(3)	(3)	(3)

- (1) In addition to previously registering shares of Common Stock for issuance under the Newell 401(k) Savings Plan (the "Plan"), the Registrant previously registered shares of Common Stock under the Rubbermaid Retirement Plan for Collectively Bargained Associates (the "Rubbermaid Plan" (333-105179). The Rubbermaid Plan subsequently has been merged into the Plan. There are 3,357,824 shares of Common Stock that remain unissued under the Rubbermaid Plan as of its merger date. The proposed registration fee relating to these registered but unissued shares is \$7,900.88. The Registrant has included this Registration Statement to register an additional share and to carry forward the 3,357,824 shares associated filing fee of \$7,900.88. Offsetting this amount from the filing fee calculated for this Registration Statement (\$8,518.88) results in a filing fee of \$618 required to be paid with this Registration Statement. (The Registrant is concurrently filing a post-effective amendment to this Registration Statement No. 333-105179 to deregister the remaining shares issuable under the Rubbermaid Plan.)
- (2) Estimated on the basis of \$21.555 per share, the average of the high and low sales prices of the shares as reported on the New York Stock Exchange on May 16, 2005. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)
- (3) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement covers an indeterminate amount of interests to be offered or sold pursuant to the Plan described herein which no separate fee is required.
- (4) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar event effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.

REGISTRATION OF ADDITIONAL SECURITIES - STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

The contents of the following Registration Statements filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference:

- (i) Registration Statement on Form S-8 (File No. 33-25196) filed on October 31, 1988 registering Common Stock issuable under the Plan and Amendment No. 1 to such Form S-8 filed on November 18, 1988 registering the Purchase Rights attached to the Common Stock;
- (ii) Registration Statement on Form S-8 (File No. 333-62047) filed on August 23, 1995 registering additional shares of Common Stock issuable under the Plan;
- (ii) Registration Statement on Form S-8 (File No. 333-38621) filed on October 23, 1997 registering additional shares of Common Stock issuable under the Plan;
- (iv) Registration Statement on Form S-8 (File No. 333-105178) filed on May 12, 2003 registering additional shares of Common Stock issuable under the Plan, and Post-Effective Amendment No. 1 to such Form S-8 filed on May 16, 2003;

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this Registration Statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the Registration Statements, including the Amendments thereto described above, which are incorporated herein by reference.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004;
- (b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of

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1934 since the end of 2004; and

- (c) The description of the Registrant's Rights contained in the Registration Statement on Form 8-A/A filed October 27, 2003.

All documents subsequently filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein to be a part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS.

The Exhibits filed herewith are set forth on the Exhibit Index filed as part of this Registration Statement.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 12th day of May, 2005.

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NEWELL RUBBERMAID INC.
(Registrant)

By: /s/ J. Patrick Robinson

J. Patrick Robinson
Vice President - Chief
Financial Officer

Each person whose signature appears below appoints J. Patrick Robinson, Ronald L. Hardnock and Dale L. Matschullat, or any one of them, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any pre-effective or post-effective amendments to this Registration Statement that any of such attorneys shall deem necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission with respect thereto, in connection with this Registration Statement, which amendments may make such changes in such Registration Statement as any of the above-named attorneys deems appropriate, and to comply with the undertakings of the Registrant made in connection with this Registration Statement; and each of the undersigned hereby ratifies all that any of said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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SIGNATURE

TITLE

/s/ Joseph Galli, Jr.

Joseph Galli, Jr.

Chief Executive Officer (Principal
Executive Officer) and Director

/s/ J. Patrick Robinson

J. Patrick Robinson

Vice President - Chief Financial
Officer (Principal Financial Officer)

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/s/ Ronald L. Hardnock

Ronald L. Hardnock

Vice President - Corporate Controller
(Principal Accounting Officer)

Director

Thomas E. Clarke

/s/ Scott S. Cowen

Scott S. Cowen

Director

/s/ Michael T. Cowhig

Michael T. Cowhig

Director

/s/ Mark D. Ketchum

Mark D. Ketchum

Director

/s/ William D. Marohn

William D. Marohn

Chairman of the Board and Director

/s/ Elizabeth Cuthbert Millett

Elizabeth Cuthbert Millett

Director

/s/ Cynthia A. Montgomery

Cynthia A. Montgomery

Director

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SIGNATURE

TITLE

/s/ Allan P. Newell

Allan P. Newell

Director

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/s/ Gordon R. Sullivan

Director

Gordon R. Sullivan

/s/ Raymond G. Viault

Director

Raymond G. Viault

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on May 12, 2005.

NEWELL RUBBERMAID INC.
401(k) SAVINGS PLAN

By: /s/ Thomas J. Nohl

Thomas J. Nohl
Benefit Plans Committee

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INDEX TO EXHIBITS

Exhibit Number -----	Exhibit -----
4	Rights Agreement, dated as of August 6, 1998, between the Company and First Chicago Trust Company of New York, as Rights Agent (incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K dated August 6, 1998, File No. 001-09608), as amended by a First Amendment to Rights Agreement effective as of September 29, 2003, between the Company and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form 8-A/A, filed October 27, 2003).
23	Consent of Ernst & Young LLP.
24	Power of Attorney (set forth on the signature page).