

NEWELL RUBBERMAID INC
Form S-8
May 12, 2003

As filed with the Securities and Exchange Commission on May 12, 2003

Registration No. 333-

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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.)

NEWELL CENTER
29 EAST STEPHENSON STREET
FREEPORT, ILLINOIS 61032
(Address of principal executive offices, including zip code)

NEWELL RUBBERMAID INC. 401(k) SAVINGS PLAN
(f/k/a NEWELL LONG-TERM SAVINGS AND INVESTMENT PLAN)
(Full title of the plan)

DALE L. MATSCHULLAT
VICE PRESIDENT-GENERAL COUNSEL
6833 STALTER DRIVE, SUITE 101
ROCKFORD, ILLINOIS 61108
(Name and address of agent for service)

(815) 381-8114
(Telephone number, including area code, of agent for service)

WITH A COPY TO:

LAURALYN G. BENGEL
SCHIFF HARDIN & WAITE
6600 SEARS TOWER
CHICAGO, ILLINOIS 60606
(312) 258-5500

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, par value \$1.00 per share (including Common Stock Purchase Rights)	8,000,000 (1)	\$29.085 (2)	\$232,680,000 (2)
Interests in the Plan	(3)	(3)	(3)

- (1) 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 transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated on the basis of \$29.085 per share, the average of the high and low sales prices of the Common Stock as reported on the New York Stock Exchange on May 6, 2003. (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 also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan described herein for which no separate fee is required.

GENERAL INSTRUCTIONS

E. REGISTRATION OF ADDITIONAL SECURITIES.

The contents of the Registration Statement on Form S-8 (File No. 333-74925) filed by the Registrant with the Securities and Exchange Commission on March 24, 1999 registering its Common Stock issuable pursuant to the Rubbermaid Retirement Plan for Collectively Bargained Associates are hereby incorporated by reference.

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 Statement of the Registrant on Form S-8 (File No. 333-74925), which is incorporated herein by reference.

ITEM 8. EXHIBITS.

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

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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 Rockford, State of Illinois, on the 7th day of May, 2003.

NEWELL RUBBERMAID INC.
(Registrant)

By: /s/ William T. Alldredge

William T. Alldredge
President - Corporate
Development and Chief
Financial Officer

Each person whose signature appears below appoints Joseph Galli, Jr., William T. Alldredge or 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.

SIGNATURE -----	TITLE -----	
/s/ Joseph Galli, Jr. ----- Joseph Galli, Jr.	President, Chief Executive Officer (Principal Executive Officer) and Director	May

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SIGNATURE -----	TITLE -----	
/s/ J. Patrick Robinson ----- J. Patrick Robinson	Vice President - Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	May
/s/ William T. Alldredge ----- William T. Alldredge	President - Corporate Development and Chief Financial Officer (Principal Financial Officer)	May
/s/ Thomas E. Clarke ----- Thomas E. Clarke	Director	Febr
/s/ Scott S. Cowen ----- Scott S. Cowen	Director	Febr
/s/ Alton F. Doody ----- Alton F. Doody	Director	Febr
/s/ William D. Marohn ----- William D. Marohn	Director	Febr
/s/ Elizabeth Cuthbert Millett ----- Elizabeth Cuthbert Millett	Director	Febr
/s/ Cynthia A. Montgomery ----- Cynthia A. Montgomery	Director	Febr
/s/ Allan P. Newell ----- Allan P. Newell	Director	Febr
/s/ William P. Sovey ----- William P. Sovey	Chairman of the Board and Director	Febr
/s/ Gordon R. Sullivan ----- Gordon R. Sullivan	Director	Febr
/s/ Raymond G. Viault ----- Raymond G. Viault	Director	Febr

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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 Freeport, State of Illinois, on May 9, 2003.

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 Newell and First Chicago Trust Company of New York (incorporated by reference to Exhibit I to Newell's Registration Statement on Form 8-A12B (Reg. No. 1-09608), filed with the Commission on August 28, 1998).
23.1	Consent of Ernst & Young LLP.
23.2	Information Regarding Consent of Arthur Andersen LLP.
24	Power of Attorney (set forth on the signature page).