

NEWELL RUBBERMAID INC  
Form S-8 POS  
January 25, 2011

As filed with the Securities and Exchange Commission on January 25, 2011

Registration No. 333-135152

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**

**NEWELL RUBBERMAID INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State of Incorporation)

**36-3514169**  
(I.R.S. Employer Identification No.)

**Three Glenlake Parkway**

**Atlanta, GA 30328**

(Address, including zip code, of  
registrant's principal executive offices)

**Newell Rubbermaid Inc. Employee Stock Purchase Plan**

(Full title of the plan)

**John K. Stipancich**

**Senior Vice President,**

**General Counsel and Corporate Secretary**

**Newell Rubbermaid Inc.**

**Three Glenlake Parkway**

**Atlanta, Georgia 30328**

**(770) 418-7000**

(Name, address and telephone number,

including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer   
(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment to Form S-8 relates to the Form S-8 Registration Statement, Registration No. 333-135152, filed with the Securities Exchange Commission on June 20, 2006 (the Registration Statement ), which registered an aggregate amount of 5,000,000 shares of Common Stock of Newell Rubbermaid Inc. (the Company ), par value \$1.00 per share (including Common Stock Purchase Rights) ( Common Stock ), and an indeterminate amount of interests to be offered or sold under the Newell Rubbermaid Inc. Employee Stock Purchase Plan (the Plan ).

The Plan was terminated on December 31, 2010.

In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statement, if any.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on January 25, 2011.

NEWELL RUBBERMAID INC.

By: /s/ John K. Stipancich  
Name: John K. Stipancich  
Title: Senior Vice President, General Counsel and  
Corporate Secretary