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NEWELL RUBBERMAID INC  
Form S-8  
June 20, 2006

As filed with the Securities and Exchange Commission on June 20, 2006

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 -----	36-3514169 -----
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)

10B Glenlake Parkway  
Suite 300  
Atlanta, Georgia 30328  
(Address of principal executive offices, including zip code)

NEWELL RUBBERMAID INC. 2003 STOCK PLAN  
(AS AMENDED AND RESTATED EFFECTIVE FEBRUARY 8, 2006)  
(Full title of the plan)

Dale L. Matschullat  
Vice President-General Counsel & Corporate Secretary  
10B Glenlake Parkway  
Suite 300  
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

CALCULATION OF REGISTRATION FEE

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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)	17,436,840	\$24.66 (2)	\$429,922,474.4

- (1) On May 16, 2006, Newell Rubbermaid Inc. (the "Registrant") filed a Registration Statement on Form S-8 (File No. 333-134176) to register 17,436,840 shares of Common Stock issuable under the Newell Rubbermaid Inc. 2003 Stock Plan (as amended and restated effective February 8, 2006) (the "Plan"). No shares included in that Registration Statement have been offered or sold. Concurrent with this filing, and in order to avoid any question as to the Registrant's ability to use a Form S-8 at the time of the original filing, the Registrant is filing a post-effective amendment to the Registration Statement to deregister all of the 17,436,840 shares. The previously paid registration fee relating to these shares of \$51,065.36 is being carried over and used to offset the filing fee for this Registration Statement. Because the amount of the carried-over fee exceeds the filing fee for this Registration Statement, no filing fee is being paid at this time.
- (2) Estimated on the basis of \$24.66 per share, the average of the high and low sales prices of the Common Stock as reported on the New York Stock Exchange on June 13, 2006. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)
- (2) 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.

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

The contents of Registration Statement on Form S-8 (File No. 333-105113) filed by the Registrant with the Securities and Exchange Commission on May 9, 2003 registering Common Stock issuable under the Plan is hereby incorporated by reference.

PART II

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### 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 described above, which is 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, 2005.
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.
- (c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of 2005.
- (d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-B filed on June 30, 1987.
- (e) The description of the Registrant's Rights contained in the Registration Statement on Form 8-A/A filed on October 27, 2003.

All documents subsequently filed by the Registrant 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.

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#### ITEM 9. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which,

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individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

PROVIDED, HOWEVER, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of the Plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the

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opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 Atlanta, State of Georgia, on the 10th day of May, 2006.

NEWELL RUBBERMAID INC.  
(Registrant)

By: /s/ Mark D. Ketchum  
-----  
Mark D. Ketchum  
President and Chief  
Executive Officer

Each person whose signature appears below appoints J. Patrick Robinson, Ronald L. Hardnock and Dale L. Matschullat, or any one of

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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 -----	DATE ----
/s/ Mark D. Ketchum ----- Mark D. Ketchum	President and Chief Executive Officer (Principal Executive Officer) and Director	May 10, 2006

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SIGNATURE -----	TITLE -----	DATE ----
/s/ J. Patrick Robinson ----- J. Patrick Robinson	Vice President - Chief Financial Officer (Principal Financial Officer)	May 10, 2006
/s/ Ronald L. Hardnock ----- Ronald L. Hardnock	Vice President - Corporate Controller (Principal Accounting Officer)	May 10, 2006
/s/ Thomas E. Clarke ----- Thomas E. Clarke	Director	May 10, 2006
/s/ Scott S. Cowen ----- Scott S. Cowen	Director	May 10, 2006
/s/ Michael T. Cowhig ----- Michael T. Cowhig	Director	May 10, 2006

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/s/ William D. Marohn  
-----  
William D. Marohn

Chairman of the Board  
and Director

May 10, 2006

/s/ Elizabeth Cuthbert Millett  
-----  
Elizabeth Cuthbert Millett

Director

May 10, 2006

/s/ Cynthia A. Montgomery  
-----  
Cynthia A. Montgomery

Director

May 10, 2006

/s/ Allan P. Newell  
-----  
Allan P. Newell

Director

May 10, 2006

/s/ Steven J. Strobel  
-----  
Steven J. Strobel

Director

May 10, 2006

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SIGNATURE -----	TITLE -----	DATE -----
/s/ Gordon R. Sullivan ----- Gordon R. Sullivan	Director	May 10, 2006
/s/ Raymond G. Viault ----- Raymond G. Viault	Director	May 10, 2006

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).
5	Opinion of Schiff Hardin LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Schiff Hardin LLP (contained in the Opinion filed as Exhibit 5).
24	Power of Attorney (set forth on the signature page).

