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NEWELL RUBBERMAID INC

Form 8-K

March 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) March 11, 2002

NEWELL RUBBERMAID INC.
(Exact Name of Registrant as Specified in Charter)

Delaware (State of Other Jurisdiction of Incorporation)	1-9608 (Commission File Number)	36-3514169 (IRS Employer Identification No.)
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29 East Stephenson Street Freeport, Illinois (Address Principal Executive Offices)	61032-0943 (Zip Code)
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Registrant's telephone number, including area code: (815) 235-4171

Item 5. Other Events.

On March 11, 2002, Newell Rubbermaid Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., Barclays Bank PLC, BNP Paribas Securities Corp., CommerzBank Capital Markets Corp., RBC Dominion Securities Corporation, Morgan Stanley & Co. Incorporated and Raymond James & Associates, Inc. entered into an Underwriting Agreement (the "Underwriting Agreement") with respect to the offering and sale of \$500,000,000 of unsecured and unsubordinated notes, consisting of \$250,000,000 in 6.00% Notes due 2007 (the "6.00% Notes due 2007") and \$250,000,000 in 6.75% Notes due 2012 (the "6.75% Notes due 2012," and together with the 6.00% Notes due 2007, the "Notes") under the Company's shelf Registration Statements on Form S-3 (Registration Nos. 333-82829 and 333-84104). The sale is scheduled to close on March 14, 2002. The Notes will be issued pursuant to an Indenture dated as of November 1, 1995, between Newell Rubbermaid Inc. and JPMorgan Chase Bank (formerly The Chase Manhattan Bank (National Association)), as trustee (as filed with the Securities and Exchange Commission on November 14, 1995, File No. 033-64225).

A copy of the Underwriting Agreement, the form of 6.00% Notes due 2007 and the form of 6.75% Notes due 2012 are filed as Exhibits 1.1, 4.1 and 4.2, respectively, to this Report on Form 8-K, and hereby are incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Statements

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and Exhibits

(c) Exhibits.

- (1.1) Underwriting Agreement dated March 11, 2002, among Newell Rubbermaid Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., Barclays Bank PLC, BNP Paribas Securities Corp., CommerzBank Capital Markets Corp., RBC Dominion Securities Corporation, Morgan Stanley & Co. Incorporated and Raymond James & Associates, Inc.
- (4.1) Form of 6.00% Notes due 2007.
- (4.2) Form of 6.75% Notes due 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWELL RUBBERMAID INC.

Date: March 14, 2002 By: /s/ Dale L. Matschullat

Dale L. Matschullat
Vice President - General Counsel

EXHIBIT INDEX

Exhibit No. -----	Description -----
1.1	Underwriting Agreement dated March 11, 2002, among Newell Rubbermaid Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., Barclays Bank PLC, BNP Paribas Securities Corp., CommerzBank Capital Markets Corp., RBC Dominion Securities Corporation, Morgan Stanley & Co. Incorporated and Raymond James & Associates, Inc.
4.1	Form of 6.00% Notes due 2007
4.2	Form of 6.75% Notes due 2012