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NEWELL RUBBERMAID INC
Form S-8 POS
May 16, 2003

As filed with the Securities and Exchange Commission on May 16, 2003
Registration No. 333-105178
=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

36-3514169
(I.R.S. employer
identification
no.)

DEERFIELD CORPORATE CENTRE ONE
13010 MORRIS ROAD, SUITE 100
ALPHARETTA, GEORGIA 30004
(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

EXPLANATORY NOTE

Newell Rubbermaid Inc. hereby amends its Registration Statement on Form S-8 (File No. 333-105178) by filing this Post-Effective Amendment No. 1 to replace Item E and the first paragraph of Part II of the Registration Statement with the following:

GENERAL INSTRUCTIONS

E. REGISTRATION OF ADDITIONAL SECURITIES.

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;
- (ii) Amendment No. 1 to Form S-8 (File No. 33-25196) filed on November 18, 1988 registering the Preferred Stock Purchase Rights attached to the Common Stock;
- (iii) 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; and
- (iv) Registration Statement on Form S-8 (File No. 333-74925) filed on March 24, 1999 registering shares of Common Stock issuable under the Rubbermaid Retirement Plan (merged into this Plan on October 1, 2000).

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 Amendment No. 1 thereto, described in Section E above, which is incorporated herein by reference.

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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 15th day of May, 2003.

NEWELL RUBBERMAID INC.
(Registrant)

By: /s/ Dale L. Matschullat

Dale L. Matschullat
Vice President-General Counsel

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/ Joseph Galli, Jr.* ----- Joseph Galli, Jr.	President, Chief Executive Officer (Principal Executive Officer) and Director	
/s/ J. Patrick Robinson* ----- J. Patrick Robinson	Vice President - Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	
/s/ William T. Alldredge* ----- William T. Alldredge	President - Corporate Development and Chief Financial Officer) (Principal Financial Officer)	
/s/ Thomas E. Clarke* ----- Thomas E. Clarke	Director	
/s/ Scott S. Cowen* ----- Scott S. Cowen	Director	

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SIGNATURE -----	TITLE -----	DATE -----
/s/ Alton F. Doody* ----- Alton F. Doody	Director	
/s/ William D. Marohn* ----- William D. Marohn	Director	
/s/ Elizabeth Cuthbert Millett* ----- Elizabeth Cuthbert Millett	Director	
/s/ Cynthia A. Montgomery* ----- Cynthia A. Montgomery	Director	
/s/ Allan P. Newell* ----- Allan P. Newell	Director	
/s/ William P. Sovey* ----- William P. Sovey	Chairman of the Board and Director	
/s/ Gordon R. Sullivan* ----- Gordon R. Sullivan	Director	
/s/ Raymond G. Viault* ----- Raymond G. Viault	Director	

*By: /s/ Dale L. Matschullat

Dale L. Matschullat
Attorney-in fact and
Agent for Service

May 15, 2003

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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 15, 2003.

NEWELL RUBBERMAID INC.
401(k) SAVINGS PLAN

By: /s/ Thomas J. Nohl*

Thomas J. Nohl
Benefit Plans Committee

*By: /s/ Dale L. Matschullat

Dale L. Matschullat
Attorney-in fact and
Agent for Service