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NEWELL RUBBERMAID INC
Form 8-K
December 18, 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) December 18, 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 December 17, 2002, Newell Rubbermaid Inc., Barclays Capital Inc., J.P. Morgan Securities Inc., Banc Once Capital Markets, Inc., BNP Paribas Securities Corp. and Commerzbank Capital Markets Corp. entered into an Underwriting Agreement (the "Underwriting Agreement") with respect to the offering and sale of unsecured and unsubordinated notes, consisting of \$250,000,000 in 4-5/8% Notes due 2009 (the "Notes") under the Company's shelf Registration Statement on Form S-3 (Registration No. 333-88050). The sale is scheduled to close on December 20, 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 and the form of 4-5/8% Notes due 2009 are filed as Exhibits 1.1 and 4.1, respectively, to this

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Report on Form 8-K, and hereby are incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits

(c) Exhibits.

- (1.1) Underwriting Agreement dated December 17, 2002, among Newell Rubbermaid Inc., Barclays Capital Inc., J.P. Morgan Securities Inc., Banc Once Capital Markets, Inc., BNP Paribas Securities Corp. and Commerzbank Capital Markets Corp.
- (4.1) Form of 4-5/8% Notes due 2009.

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: December 18, 2002 By: /s/ Dale L. Matschullat

Dale L. Matschullat
Vice President - General Counsel

EXHIBIT INDEX

Exhibit No. -----	Description -----
1.1	Underwriting Agreement dated December 17, 2002, among Newell Rubbermaid Inc., Barclays Capital Inc., J.P. Morgan Securities Inc., Banc Once Capital Markets, Inc., BNP Paribas Securities Corp. and Commerzbank Capital Markets Corp.
4.1	Form of 4-5/8% Notes due 2009