

NEWELL BRANDS INC
 Form 4
 February 15, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
POLK MICHAEL B

(Last) (First) (Middle)

C/O NEWELL BRANDS INC., 6655 PEACHTREE DUNWOODY ROAD

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEWELL BRANDS INC [NWL]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/13/2017 | | M | | 218,040 (1) \$ 47.06 | A | 556,209 D |
| Common Stock | 02/13/2017 | | F | | 109,946 \$ 47.06 | D | 446,263 D |
| Common Stock | 02/13/2017 | | M | | 77,871 \$ 47.06 | A | 524,134 D |
| Common Stock | 02/13/2017 | | F | | 40,377 \$ 47.06 | D | 483,757 D |
| Common Stock | | | | | | | 19,257 I By Trust |

| | | | | |
|--------------|--|--------|---|-------------------------------------------------|
| Common Stock | | 68,090 | I | Michael B. Polk December 2012 5-year GRAT |
| Common Stock | | 58,342 | I | Michael B. Polk December 2013 3-year GRAT |
| Common Stock | | 96,500 | I | Michael B. Polk May 2015 3-year GRAT |
| Common Stock | | 92,500 | I | Michael B. Polk August 2016 3-year GRAT |
| Common Stock | | 92,500 | I | Michael B. Polk August 2016 5-year GRAT |
| Common Stock | | 92,500 | I | Michael B. Polk August 2016 7-year GRAT |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Restricted Stock Units | (2) | 02/13/2017 | M | 77,871 | | | | | 02/12/2017 | (3) | Common Stock | 77,871 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POLK MICHAEL B C/O NEWELL BRANDS INC. 6655 PEACHTREE DUNWOODY ROAD ATLANTA, GA 30328 | | | CEO | |

Signatures

/s/ Michael R. Peterson, Attorney in Fact for Michael B.
Polk

02/15/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquired upon vesting of performance-based restricted stock units previously granted on February 12, 2014.
- (2) Each restricted stock unit is the equivalent of one share of Newell Brands Inc. common stock.
- (3) N/A

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