

WHIRLPOOL CORP /DE/  
Form 4  
May 11, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Bitzer Marc R

(Last) (First) (Middle)

WHIRLPOOL CORPORATION, 2000 M-63N

(Street)

BENTON HARBOR, MI 49022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WHIRLPOOL CORP /DE/ [WHR]

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2017

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)  
PRES & CHIEF OPERATING OFFICER

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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 02/23/2017                           |  | G                              | V 2,500 D \$ 0  | 50,322  | I  | By trust for reporting person                         |
| Common Stock                    | 03/02/2017                           |  | G                              | V 11,590 D \$ 0   | 0   | D  |   |
| Common Stock                    | 03/02/2017                           |  | G                              | V 11,590 A \$ 0   | 61,912  | I  | By trust for reporting person                         |
|                                 | 05/09/2017                           |  | M                              | 12,500 A \$ 132.19  | 12,500  | D  |   |

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|              |            |  |                         |        |   |             |         |   |                                       |
|--------------|------------|--|-------------------------|--------|---|-------------|---------|---|---------------------------------------|
| Common Stock |            |  |                         |        |   |             |         |   |                                       |
| Common Stock | 05/09/2017 |  | S                       | 10,800 | D | \$ 183.7306 | 1,700   | D |                                       |
|              |            |  |                         |        |   | <u>(1)</u>  |         |   |                                       |
| Common Stock | 05/09/2017 |  | S                       | 1,700  | D | \$ 184.6706 | 0       | D |                                       |
|              |            |  |                         |        |   | <u>(2)</u>  |         |   |                                       |
| Common Stock | 05/10/2017 |  | M                       | 8,024  | A | \$ 132.19   | 8,024   | D |                                       |
| Common Stock | 05/10/2017 |  | <u>S</u> <sup>(3)</sup> | 6,814  | D | \$ 183.8036 | 1,210   | D |                                       |
|              |            |  |                         |        |   | <u>(4)</u>  |         |   |                                       |
| Common Stock | 05/09/2017 |  | G V                     | 300    | D | \$ 0        | 61,612  | I | By trust for reporting person         |
| Common Stock | 05/09/2017 |  | G V                     | 300    | A | \$ 0        | 632     | I | By trust for immediate family members |
| Common Stock |            |  |                         |        |   |             | 762.843 | I | 401(k) Stock Fund                     |

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

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SEC 1474  
(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |        |                            |
|--|--|--------------------------------------|--|---------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
|  | \$ 132.19  | 05/09/2017                           |  | M                   | 12,500  | 02/15/2017 <sup>(5)</sup>                                | 02/15/2026  | Common | 12,500                     |

Employee  
Stock  
Options  
(Right to  
Buy)

Employee  
Stock  
Options \$ 132.19 05/10/2017 M 8,024 02/15/2017<sup>(5)</sup> 02/15/2026 Common 8,024  
(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Bitzer Marc R<br>WHIRLPOOL CORPORATION<br>2000 M-63N<br>BENTON HARBOR, MI 49022 | X             |           | PRES & CHIEF OPERATING OFFICER |       |

## Signatures

/s/ Bridget K. Quinn,  
Attorney-in-Fact 05/11/2017  
\*\*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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$183.38 to \$184.34, inclusive. The reporting person undertakes to provide to Whirlpool Corporation, any security holder of Whirlpool Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
  - (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$184.52 to \$184.68, inclusive. The reporting person undertakes to provide to Whirlpool Corporation, any security holder of Whirlpool Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
  - (3) Represents sales to cover the option exercise price and associated tax withholding obligation on acquisition of 1,210 shares.
  - (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$183.8028 to \$183.82, inclusive. The reporting person undertakes to provide to Whirlpool Corporation, any security holder of Whirlpool Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
  - (5) Remaining options will vest and become exercisable in two equal installments on 02/15/2018 and 02/15/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.