

WHIRLPOOL CORP /DE/

Form 4

February 22, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Liotine Joseph T.

(Last) (First) (Middle)

C/O 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)

02/17/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EXEC VICE PRESIDENT & PRES NA

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	02/17/2017		M ⁽¹⁾	81 A <u>11</u>	10,095	D	
Common Stock	02/17/2017		F	25 D \$ 177.19	10,070	D	
Common Stock	02/17/2017		M ⁽¹⁾	245 A <u>11</u>	10,315	D	
Common Stock	02/17/2017		D	245 D <u>3</u>	10,070	D	
Common Stock	02/17/2017		M ⁽²⁾	5,000 A <u>2</u>	15,070	D	

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Common Stock	02/17/2017	F	1,707	D	\$ 177.19	13,363	D	
Common Stock	02/20/2017	M ⁽⁴⁾	188	A	(4)	13,551	D	
Common Stock	02/20/2017	F	59	D	\$ 177.19	13,492	D	
Common Stock	02/20/2017	M ⁽⁴⁾	565	A	(4)	14,057	D	
Common Stock	02/20/2017	D ⁽⁵⁾	565	D	(5)	13,492	D	
Common Stock						1,470.005	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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(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 (Instr. 8)	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/17/2017		M			81	(1)	(1)	Common	81
Restricted Stock Units	(1)	02/17/2017		M			245	(1)	(1)	Common	245
Restricted Stock Units	(2)	02/17/2017		M			5,000	(2)	(2)	Common	5,000
Deferred Stock Units	(3)	02/17/2017		A		245		(3)	(3)	Common	245
Restricted Stock Units	(4)	02/20/2017		M			188	(4)	(4)	Common	188

Stock
Units

Restricted
Stock
Units

(4)

02/20/2017

M

565

(4)

(4)

Common

565

Deferred
Stock
Units

(5)

02/20/2017

A

565

(5)

(5)

Common

565

Restricted
Stock
Units

(6)

02/20/2017

A

2,031

(6)

(6)

Common

2,031

Employee
Stock
Options
(Right to
Buy)

\$ 177.19

02/20/2017

A

8,176

(7)

02/20/2027

Common

8,176

Restricted
Stock
Units

(8)

02/20/2017

A

15,000

(8)

(8)

Common

15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liotine Joseph T. C/O WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022			EXEC VICE PRESIDENT & PRES NA	

Signatures

/s/ Bridget K. Quinn,
Attorney-in-Fact

02/22/2017

**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) Vesting of restricted stock unit award made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
- (2) Vesting of restricted stock unit award made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.

- (3) Upon the vesting of restricted stock units granted to the reporting person on 02/17/2017, the reporting person deferred the receipt of 245 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 245 shares of common stock in exchange for an equal number of shares of deferred stock. The deferred stock is payable following the reporting person's termination of employment with Whirlpool Corporation.

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- (4) Vesting of performance-based restricted stock unit award for the 2014-2016 performance period made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.

- Upon the vesting of restricted stock units granted to the reporting person on 02/17/2017, the reporting person deferred the receipt of 565 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 565 shares of common stock in exchange for an equal number of shares of deferred stock. The deferred stock is payable following the reporting person's termination of employment with Whirlpool Corporation.
- (5)

- (6) Restricted stock units will vest and convert one-for-one to shares as follows: one-third on 02/20/2018; one-third on 02/20/2019; and one-third on 02/20/2020.

- (7) Options will vest and become exercisable as follows: one-third on 02/20/2018; one-third on 02/20/2019; and one-third on 02/20/2020.

- (8) Restricted stock units will vest and convert one-for-one to shares as follows: equally on 02/20/2020 and 02/20/2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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