

WHIRLPOOL CORP /DE/
Form 4
February 22, 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 *
Lovechio Joseph A

(Last) (First) (Middle)

WHIRLPOOL CORPORATION, 2000 N. M-63

(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
 Officer (give title below) Other (specify below)
VICE PRESIDENT AND CONTROLLER

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/17/2017		M ⁽¹⁾	13	A	11	2,074	D
Common Stock	02/17/2017		F	3	D	\$ 177.19	2,071	D
Common Stock	02/17/2017		M ⁽¹⁾	22	A	11	2,093	D
Common Stock	02/17/2017		F	6	D	\$ 177.19	2,087	D
Common Stock	02/17/2017		M ⁽²⁾	40	A	12	2,127	D

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Common Stock	02/17/2017	D	40	D	(3)	2,087	D	
Common Stock	02/20/2017	M ⁽⁴⁾	31	A	(4)	2,118	D	
Common Stock	02/20/2017	F	9	D	\$ 177.19	2,109	D	
Common Stock	02/20/2017	M ⁽⁴⁾	52	A	(4)	2,161	D	
Common Stock	02/20/2017	F	15	D	\$ 177.19	2,146	D	
Common Stock	02/20/2017	M ⁽⁴⁾	94	A	(4)	2,240	D	
Common Stock	02/20/2017	D	94	D	(5)	2,146	D	
Common Stock						384.902	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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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)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/17/2017		M		13		(1)	(1)	Common	13
Restricted Stock Units	(1)	02/17/2017		M		22		(1)	(1)	Common	22
	(2)	02/17/2017		M		40		(2)	(2)	Common	40

Restricted Stock Units									
Deferred Stock Units	(3)	02/17/2017	A	40	(3)	(3)	Common	40	
Restricted Stock Units	(4)	02/20/2017	M	31	(4)	(4)	Common	31	
Restricted Stock Units	(4)	02/20/2017	M	52	(4)	(4)	Common	52	
Restricted Stock Units	(4)	02/20/2017	M	94	(4)	(4)	Common	94	
Deferred Stock Units	(5)	02/20/2017	A	94	(5)	(5)	Common	94	
Restricted Stock Units	(6)	02/20/2017	A	341	(6)	(6)	Common	341	
Employee Stock Options (Right to Buy)	\$ 177.19	02/20/2017	A	1,375	(7)	02/20/2027	Common	1,375	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lovechio Joseph A WHIRLPOOL CORPORATION 2000 N. M-63 BENTON HARBOR, MI 49022			VICE PRESIDENT AND CONTROLLER	

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).

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- (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 40 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 40 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.

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

(5) Upon the vesting of performance-based restricted stock units for the 2014-2016 performance period, the reporting person deferred the receipt of 94 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 94 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.

- (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.

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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