

WHIRLPOOL CORP /DE/
Form 4
February 24, 2015

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 *
SZCZUPAK DAVID T

(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)
02/20/2015

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)
EXECUTIVE VICE PRESIDENT

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 | 02/20/2015 | | M ⁽¹⁾ | | 1,320 A <u>(1)</u> | 2,514 | D |
| Common Stock | 02/20/2015 | | F | | 386 D \$ 213.27 | 2,128 | D |
| Common Stock | 02/20/2015 | | M ⁽²⁾ | | 5,000 A <u>(2)</u> | 7,128 | D |
| Common Stock | 02/20/2015 | | F | | 2,310 D \$ 213.27 | 4,818 | D |
| Common Stock | 02/20/2015 | | A ⁽³⁾ | | 6,817 A <u>(3)</u> | 11,635 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-------------|------------------------|---|-------------------------------|
| Common Stock | 02/20/2015 | F | 2,903 | D | \$ 213.27 | 8,732 | D | |
| Common Stock | 02/24/2015 | S | 615 | D | \$ 214.0249 | 24,585 | I | By trust for reporting person |
| Common Stock | 02/24/2015 | S | 300 | D | \$ 214.0583 | 24,285 | I | By trust for reporting person |
| Common Stock | 02/24/2015 | S | 3,085 | D | \$ 214.09 | 21,200 | I | By trust for reporting person |
| Common Stock | | | | | | 810.632 ⁽⁴⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 02/20/2015 | | M | 1,320 | <u>(1)</u> | <u>(1)</u> | Common | 1,320 |
| Restricted Stock Units | <u>(2)</u> | 02/20/2015 | | M | 5,000 | <u>(2)</u> | <u>(2)</u> | Common | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SZCZUPAK DAVID T WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022 | | | EXECUTIVE VICE PRESIDENT | |

Signatures

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

02/24/2015

__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 remaining 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) Vesting of performance-based restricted stock unit award for the 2012-2014 performance period made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
 - (4) As of 12/15/2014, the latest date for which information is reasonably available, there are 810.632 shares held in the account of the undersigned pursuant to the broker-administered dividend reinvestment plan.

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.