

WHIRLPOOL CORP /DE/  
Form 4  
February 24, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Berrozpe Esther F

(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	(A) or (D)	Price		
Common Stock	02/20/2015		M <sup>(1)</sup>		242	A	Ⓐ	3,572	D
Common Stock	02/20/2015		F		110	D	\$ 213.27	3,462	D
Common Stock	02/20/2015		A <sup>(2)</sup>		1,253	A	Ⓐ	4,715	D
Common Stock	02/20/2015		F		571	D	\$ 213.27	4,144	D
Common Stock	02/20/2015		M <sup>(3)</sup>		5,000	A	Ⓐ	9,144	D

Edgar Filing: WHIRLPOOL CORP /DE/ - Form 4

Common Stock	02/20/2015	F	2,281	D	\$ 213.27	6,863	D
Common Stock	02/20/2015	M	884	A	\$ 71.03	7,747	D
Common Stock	02/20/2015	M	764	A	\$ 111.33	8,511	D
Common Stock	02/20/2015	M	1,488	A	\$ 138.56	9,999	D
Common Stock	02/20/2015	S	884	D	\$ <u>211.6738</u> (4)	9,115	D
Common Stock	02/20/2015	S	764	D	\$ <u>211.9034</u> (5)	8,351	D
Common Stock	02/20/2015	S	1,388	D	\$ <u>212.4422</u> (6)	6,963	D
Common Stock	02/20/2015	S	100	D	\$ 213.5	6,863	D
Common Stock	02/20/2015	S	247	D	\$ 213.56	6,616	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.**

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 (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
Restricted Stock Units	<u>(1)</u>	02/20/2015		M	242	<u>(1)</u> <u>(1)</u>	Common	242

Restricted Stock Units	(3)	02/20/2015	M	5,000	(3)	(3)	Common	5,000
Employee Stock Option (Right to Buy)	\$ 71.03	02/20/2015	M	884	(7)	02/20/2022	Common	884
Employee Stock Option (Right to Buy)	\$ 111.33	02/20/2015	M	764	(8)	02/18/2023	Common	764
Employee Stock Option (Right to Buy)	\$ 138.56	02/20/2015	M	1,488	(9)	02/17/2024	Common	1,488

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berrozpe Esther F WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022			EXECUTIVE VICE PRESIDENT	

## Signatures

/s/ Bridget K. Quinn,  
Attorney-in-Fact  
Date: 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 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.
- (3) Vesting of restricted stock unit award made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3. Remaining restricted stock units will vest and convert one-for-one to shares on February 20, 2017.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$211.56 to \$211.77, 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

## Edgar Filing: WHIRLPOOL CORP /DE/ - Form 4

number of shares sold at each separate price within the ranges set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$211.77 to \$212.05, 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 sold at each separate price within the ranges set forth in this footnote.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$212.05 to \$212.95, 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 sold at each separate price within the ranges set forth in this footnote.

(7) The option became exercisable in three substantially equal installments beginning on February 20, 2013.

(8) The option first became exercisable in three substantially equal installments, beginning on February 18, 2014.

(9) The option first became exercisable in three substantially equal installments, beginning on February 17, 2015.

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.