

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 *
Peters James W

(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
____X____ Officer (give title _____ Other (specify
below) below)

EXEC VICE PRESIDENT AND CFO

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/17/2017		M ⁽¹⁾		192	A	11	10,348	D
Common Stock	02/17/2017		F		60	D	\$ 177.19	10,288	D
Common Stock	02/17/2017		M		1,264	A	\$ 138.56	11,855	D
Common Stock	02/17/2017		M		1,123	A	\$ 132.19	12,675	D
Common Stock	02/17/2017		S		2,387	D	\$ 177.3282 (2)	10,288	D

(2)

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Common Stock	02/20/2017	M ⁽³⁾	442	A	<u>(3)</u>	10,730	D	
Common Stock	02/20/2017	F	139	D	\$ 177.19	10,591	D	
Common Stock	02/21/2017	S	600	D	\$ <u>(4)</u> 179.6092	9,991	D	
Common Stock						2,078.638	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 Security (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		192		(1)	(1)	Common	192
Employee Stock Options (Right to Buy)	\$ 138.56	02/17/2017		M		1,264		02/17/2016	02/17/2024	Common	1,264
Employee Stock Options (Right to Buy)	\$ 132.19	02/17/2017		M		1,123		02/15/2017	02/15/2026	Common	1,123
Restricted Stock Units	(3)	02/17/2017		M		442		(3)	(3)	Common	442
Employee Stock Options (Right to Buy)	\$ 177.19	02/20/2017		A		17,033		(5)	02/20/2027	Common	17,033

Stock
Options
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Peters James W WHIRLPOOL CORPORATION 2000 N. M-63 BENTON HARBOR, MI 49022	EXEC VICE PRESIDENT AND CFO

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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (2) \$177.31 to \$177.3502, 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 prices set forth in this footnote.

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

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$179.58 to \$179.62, 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 prices set forth in this footnote.

- (5) 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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