

WHIRLPOOL CORP /DE/

Form 4

December 16, 2013

**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 \*  
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)

12/12/2013

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)

EXECUTIVE VICE PRESIDENT

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	12/12/2013		M		70	A	<u>(1)</u>	26,659	D
Common Stock	12/12/2013		F		70	D	\$ 148.63	26,589	D
Common Stock	12/12/2013		M		92	A	<u>(2)</u>	26,681	D
Common Stock	12/12/2013		F		92	D	\$ 148.63	26,589	D
Common Stock	12/12/2013		M		90	A	<u>(3)</u>	26,679	D

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Common Stock	12/12/2013	F	90	D	\$ 148.63	26,589	D	
Common Stock						1,078.483 <sup>(4)</sup>	D	
Common Stock						664.013	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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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. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/12/2013		M	70	(1)	(1)	Common	1,984	\$ 0
Restricted Stock Units	(2)	12/12/2013		M	92	(2)	(2)	Common	2,619	\$ 0
Restricted Stock Units	(3)	12/12/2013		M	90	(3)	(3)	Common	2,550	\$ 0

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EXECUTIVE VICE PRESIDENT

SZCZUPAK DAVID T  
WHIRLPOOL CORPORATION  
2000 M-63N  
BENTON HARBOR, MI 49022

## Signatures

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

12/16/2013

\_\_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).

Shares withheld to satisfy FICA and Medicare taxes due in the year that reporting person reaches regular retirement eligibility. Each remaining restricted stock unit represents the right to receive one share of common stock. Restricted stock units will vest and convert one-for-one to shares on 02/14/2014.

(1) Shares withheld to satisfy FICA and Medicare taxes due in the year that reporting person reaches regular retirement eligibility. Each remaining restricted stock unit represents the right to receive one share of common stock. Restricted stock units will vest and convert one-for-one to shares on 02/18/2014 with respect to 831 of such RSUs. The remaining restricted stock units will vest and convert one-for-one to shares in equal installments on 02/18/2015 and 02/18/2016, respectively.

(2) Shares withheld to satisfy FICA and Medicare taxes due in the year that reporting person reaches regular retirement eligibility. Each remaining restricted stock unit represents the right to receive one share of common stock. Restricted stock units will vest and convert one-for-one to shares on 02/20/2014 with respect to 1,230 of such RSUs. On 02/20/2015, the remaining restricted stock units will vest and convert one-for-one to shares.

(3) As of 09/15/2013, the latest date for which information is reasonably available, there are 1,078.483 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.

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