

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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

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 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 02/17/2017 | | M ⁽¹⁾ | 13 A | 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 | 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 | 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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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|-------------------------------|----------------------------|
| | | | | 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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