

WHIRLPOOL CORP /DE/
Form 4
February 19, 2014

FORM 4

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

OMB APPROVAL

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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 *
Venturelli Larry M

(Last) (First) (Middle)
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)
02/14/2014

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)
EXEC. VICE PRESIDENT & CFO

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 | 02/14/2014 | | A ⁽¹⁾ | | 180 | A | 11 | 6,531 ⁽²⁾ | D | |
| Common Stock | 02/14/2014 | | F | | 64 | D | \$ 138.56 | 6,467 | D | |
| Common Stock | 02/14/2014 | | A ⁽³⁾ | | 7,500 | A | 19 | 13,967 | D | |
| Common Stock | 02/14/2014 | | F | | 2,517 | D | \$ 138.56 | 11,450 | D | |
| Common Stock | | | | | | | | 391.7 | I | 401(k) Stock Fund |

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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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|-----|--|-----------------|---|--------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | (1) | 02/14/2014 | | M | | 721 | | (1) | (1) | Common | 721 |
| Deferred Restricted Stock Units | (4) | 02/14/2014 | | A | | 541 | | (4) | (4) | Common | 541 |
| Deferred Restricted Stock Units | \$ 138.56 | 02/14/2014 | | F | | 24.27 | | (4) | (4) | Common | 24.27 |
| Restricted Stock Units | (3) | 02/14/2014 | | M | | 7,500 | | (3) | (3) | Common | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 138.56 | 02/17/2014 | | A ⁽⁵⁾ | | 17,822 | | (5) | 02/17/2024 | Common | 17,822 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Venturelli Larry M 2000 M-63N BENTON HARBOR, MI 49022 | | | EXEC. VICE PRESIDENT & CFO | |

Signatures

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

02/19/2014

__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 for the 2011 performance period made pursuant under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
- (2) Includes shares previously held pursuant to a broker-administered dividend reinvestment plan.
- (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.
- (4) Partial deferral to the Executive Deferred Savings Plan II of a restricted stock unit award for the 2011 performance period. Each Deferred Restricted Stock Unit represents the right to receive one share of common stock.
- (5) Options will vest and become exercisable as follows: one-third on 02/17/2015; one-third on 02/17/2016; and one-third on 02/17/2017.

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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