

Venturelli Larry M
 Form 4
 May 06, 2013

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

2. Issuer Name and Ticker or Trading Symbol
 WHIRLPOOL CORP /DE/ [WHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2000 M-63N
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/03/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EXEC. VICE PRESIDENT & CFO

BENTON HARBOR, MI 49022

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 _____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	05/03/2013		M		2,153	A	\$ 89.16
							8,454
Common Stock	05/03/2013		S		2,153	D	\$ 119.4111
							6,301
Common Stock	05/03/2013		M		2,631	A	\$ 94.47
							8,932
Common Stock	05/03/2013		S		2,631	D	\$ 119.4111
							6,301
	05/03/2013		M		3,390	A	\$ 88.49
							9,691

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Common Stock								
Common Stock	05/03/2013	S	3,390	D	\$ 119.4111 (1)	6,301	D	
Common Stock	05/03/2013	M	6,220	A	\$ 31.82	12,521	D	
Common Stock	05/03/2013	S	6,220	D	\$ 119.4111 (1)	6,301	D	
Common Stock	05/03/2013	M	2,987	A	\$ 85.45	9,288	D	
Common Stock	05/03/2013	S	2,987	D	\$ 119.4111 (1)	6,301	D	
Common Stock	05/03/2013	M	9,146	A	\$ 71.03	15,447	D	
Common Stock	05/03/2013	S	9,146	D	\$ 119.4111 (1)	6,301	D	
Common Stock						50.751 (2)	D	
Common Stock						386.72	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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

of
Shares

Employee Stock Option (Right to Buy)	\$ 89.16	05/03/2013	M	2,153	02/20/2007	02/20/2016	Common	2,153
Employee Stock Option (Right to Buy)	\$ 94.47	05/03/2013	M	2,631	02/19/2008	02/19/2017	Common	2,631
Employee Stock Option (Right to Buy)	\$ 88.49	05/03/2013	M	3,390	02/19/2009	02/19/2018	Common	3,390
Employee Stock Option (Right to Buy)	\$ 31.82	05/03/2013	M	6,220	02/16/2011	02/16/2019	Common	6,220
Employee Stock Option (Right to Buy)	\$ 85.45	05/03/2013	M	2,987	02/14/2012	02/14/2021	Common	2,987
Employee Stock Option (Right to Buy)	\$ 71.03	05/03/2013	M	9,146	02/20/2013	02/20/2022	Common	9,146

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

05/06/2013

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.2713 to \$119.53, 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.
- (1)
 - (2) As of 03/15/2013, the latest date for which information is reasonably available, there are 50.751 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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