

WHIRLPOOL CORP /DE/
Form 4
February 19, 2015

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 *
Liotine Joseph T.

(Last) (First) (Middle)

C/O 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)

02/17/2015

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)
EXEC VICE PRESIDENT & PRES NA

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 or Price					
Common Stock	02/17/2015		M ⁽¹⁾		86	A	Ⓐ	5,162	D	
Common Stock	02/17/2015		F		27	D	\$	213.51	5,135	D
Common Stock	02/17/2015		M ⁽²⁾		254	A	Ⓐ	5,389		D
Common Stock	02/17/2015		F		5.97	D	\$	213.51	5,383.03	D
Common Stock	02/17/2015		D		248.03	D	Ⓐ	5,135		D

Common Stock	1,410.224	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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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
Restricted Stock Units	(1)	02/17/2015		M	86	(1) (1)	Common	86
Restricted Stock Units	(2)	02/17/2015		M	254	(2) (2)	Common	254
Deferred Stock	(3)	02/17/2015		A	248.03	(3) (3)	Common	248.03

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liotine Joseph T. C/O WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022			EXEC VICE PRESIDENT & PRES NA	

Signatures

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

02/19/2015

**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. Restricted stock units will vest and convert one-for-one to shares as follows: one-third on 02/17/2016 and one-third on 02/17/2017.

(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. Restricted stock units will vest and convert one-for-one to shares as follows: one-third on 02/17/2016 and one-third on 02/17/2017.

(3) Upon the vesting of restricted stock units granted to the reporting person on February 17, 2014, the reporting person deferred the receipt of 248.03 shares of common stock and received instead 248.03 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 248.03 shares of common stock in exchange for an equal number of shares of deferred stock. The deferred stock becomes payable following the reporting person's termination of employment with Whirlpool Corporation.

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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