

WHIRLPOOL CORP /DE/
Form 4
December 16, 2013

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) _____ Other (specify below)

EXECUTIVE VICE PRESIDENT

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 | 12/12/2013 | | M | | 70 A (1) 26,659 | D | |
| Common Stock | 12/12/2013 | | F | | 70 D \$ 148.63 26,589 | D | |
| Common Stock | 12/12/2013 | | M | | 92 A (2) 26,681 | D | |
| Common Stock | 12/12/2013 | | F | | 92 D \$ 148.63 26,589 | D | |
| Common Stock | 12/12/2013 | | M | | 90 A (3) 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 ⁽⁴⁾ | 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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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Restricted Stock Units | <u>(1)</u> | 12/12/2013 | | M | 70 | <u>(1)</u> | <u>(1)</u> | Common | 1,984 | \$ 0 |
| Restricted Stock Units | <u>(2)</u> | 12/12/2013 | | M | 92 | <u>(2)</u> | <u>(2)</u> | Common | 2,619 | \$ 0 |
| Restricted Stock Units | <u>(3)</u> | 12/12/2013 | | M | 90 | <u>(3)</u> | <u>(3)</u> | 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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