

WHIRLPOOL CORP /DE/
Form 4
February 22, 2017

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 *
Berrozpe Esther F

(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
 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 | 02/17/2017 | | M ⁽¹⁾ | | 438 | A | Ⓐ | 9,950 | D |
| Common Stock | 02/17/2017 | | F | | 199 | D | \$ 177.19 | 9,751 | D |
| Common Stock | 02/17/2017 | | M ⁽¹⁾ | | 5,000 | A | Ⓐ | 14,751 | D |
| Common Stock | 02/17/2017 | | F | | 2,281 | D | \$ 177.19 | 12,470 | D |
| Common Stock | 02/17/2017 | | M | | 764 | A | \$ 111.33 | 13,234 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|------------------------------------|--------|---|
| Common Stock | 02/17/2017 | M | 2,888 | A | \$ 138.56 | 16,122 | D |
| Common Stock | 02/17/2017 | M | 2,582 | A | \$ 132.19 | 18,704 | D |
| Common Stock | 02/17/2017 | S | 6,234 | D | \$ <u>176.843</u> <u>(2)</u> | 12,470 | D |
| Common Stock | 02/20/2017 | M ⁽¹⁾ | 5,000 | A | <u>1</u> | 17,470 | D |
| Common Stock | 02/20/2017 | F | 2,281 | D | \$ 177.19 | 15,189 | D |
| Common Stock | 02/20/2017 | M ⁽³⁾ | 1,010 | A | <u>3</u> | 16,199 | D |
| Common Stock | 02/20/2017 | F | 460 | D | \$ 177.19 | 15,739 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | <u>1</u> | 02/17/2017 | | M | 438 | <u>1</u> <u>1</u> | Common 4 |
| Restricted Stock Units | <u>1</u> | 02/17/2017 | | M | 5,000 | <u>1</u> <u>1</u> | Common 5, |
| Employee Stock Options (Right to | \$ 111.33 | 02/17/2017 | | M | 764 | 02/18/2016 02/18/2023 | Common 7 |

Buy)

Employee
Stock

| | | | | | | | | |
|------------------------------|-----------|------------|---|-------|------------|------------|--------|----|
| Options (Right to Buy) | \$ 138.56 | 02/17/2017 | M | 2,888 | 02/17/2017 | 02/17/2024 | Common | 2, |
|------------------------------|-----------|------------|---|-------|------------|------------|--------|----|

Employee
Stock

| | | | | | | | | |
|------------------------------|-----------|------------|---|-------|---------------------------|------------|--------|----|
| Options (Right to Buy) | \$ 132.19 | 02/17/2017 | M | 2,582 | 02/15/2017 ⁽⁶⁾ | 02/15/2026 | Common | 2, |
|------------------------------|-----------|------------|---|-------|---------------------------|------------|--------|----|

Restricted
Stock
Units

| | | | | | | | | |
|--|------------|------------|---|-------|------------|------------|--------|----|
| | <u>(1)</u> | 02/20/2017 | M | 5,000 | <u>(1)</u> | <u>(1)</u> | Common | 5, |
|--|------------|------------|---|-------|------------|------------|--------|----|

Restricted
Stock
Units

| | | | | | | | | |
|--|------------|------------|---|-------|------------|------------|--------|----|
| | <u>(3)</u> | 02/20/2017 | M | 1,010 | <u>(3)</u> | <u>(3)</u> | Common | 1, |
|--|------------|------------|---|-------|------------|------------|--------|----|

Restricted
Stock
Units

| | | | | | | | | |
|--|------------|------------|---|-------|------------|------------|--------|----|
| | <u>(4)</u> | 02/20/2017 | A | 1,321 | <u>(4)</u> | <u>(4)</u> | Common | 1, |
|--|------------|------------|---|-------|------------|------------|--------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berrozpe Esther F WHIRLPOOL CORPORATION 2000 N. M-63 BENTON HARBOR, MI 49022 | | | EXECUTIVE VICE PRESIDENT | |

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).

(1) Vesting of restricted stock unit awards made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.65 to \$176.94, 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 prices set forth in this footnote.
- (2)
 - (3) Vesting of performance-based restricted stock unit award made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
 - (4) 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.
 - (5) 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.
 - (6) Remaining options will vest and become exercisable in two equal installments on 02/15/2018 and 02/15/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.