

WHIRLPOOL CORP /DE/
Form 4
May 05, 2014

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 *
Venturelli Larry M

(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)

05/01/2014

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 AND 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 or Price | | |
| Common Stock | 05/01/2014 | | M | | 1,471 A \$ 85.45 | 12,771 | D |
| Common Stock | 05/01/2014 | | M | | 8,875 A \$ 71.03 | 21,646 | D |
| Common Stock | 05/01/2014 | | M | | 6,412 A \$ 111.33 | 28,058 | D |
| Common Stock | 05/01/2014 | | S | | 1,471 D \$ 154.0311 | 26,587 | D |
| Common Stock | 05/01/2014 | | S | | 4,818 D \$ 154.3577 | 21,769 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------------------------|---------|---|-------------------------|
| Common Stock | 05/01/2014 | S | 4,057 | D | <u>(2)</u> \$ 152.1196 | 17,712 | D | |
| Common Stock | 05/01/2014 | S | 6,412 | D | <u>(3)</u> \$ 152.1874 | 11,300 | D | |
| Common Stock | 05/02/2014 | S | 5,106 | D | <u>(4)</u> \$ 153.2334 | 6,194 | D | |
| Common Stock | | | | | <u>(5)</u> | 393,311 | 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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SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 85.45 | 05/01/2014 | | M | 1,471 | 02/14/2014 | 02/14/2021 | Common | 1,471 |
| Employee Stock Option (Right to Buy) | \$ 71.03 | 05/01/2014 | | M | 8,875 | 02/20/2014 | 02/20/2022 | Common | 8,875 |
| Employee Stock | \$ 111.33 | 05/01/2014 | | M | 6,412 | 02/18/2014 | 02/18/2023 | Common | 6,412 |

Option
(Right to
Buy)

Reporting Owners

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

Signatures

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

05/05/2014

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.00 to \$154.08, 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.08 to \$154.79, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.11 to \$152.14, 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.14 to \$152.28, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.20 to \$153.27, 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.

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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