

WHIRLPOOL CORP /DE/  
Form 4  
February 18, 2016

**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 \*  
Peters James W

(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)  
02/16/2016

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)  
VICE PRESIDENT AND CONTROLLER

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/16/2016                           |  | M <sup>(1)</sup>               |   | 117 A <u>1</u>  | 8,677  | D                                 |
| Common Stock                    | 02/16/2016                           |  | F                              |   | 43 D \$ 135.45  | 8,634  | D                                 |
| Common Stock                    | 02/16/2016                           |  | M <sup>(2)</sup>               |   | 40 A <u>2</u>   | 8,674  | D                                 |
| Common Stock                    | 02/16/2016                           |  | F                              |   | 3 D \$ 135.45   | 8,671  | D                                 |
| Common Stock                    | 02/16/2016                           |  | D                              |   | 37 D <u>3</u>   | 8,634  | D                                 |

|                 |           |   |                         |
|-----------------|-----------|---|-------------------------|
| Common<br>Stock | 2,033.106 | I | 401(k)<br>Stock<br>Fund |
|-----------------|-----------|---|-------------------------|

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. Price or Value of Derivative Security (Instr. 3 and 4) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |      |
|  |  |                                      |  |                                |   | Code   | V   | (A)   | (D)                        |      |
| Restricted Stock Units                     | <u>(1)</u>   | 02/16/2016                           |  | M                              | 117   | <u>(1)</u>   | <u>(1)</u>  | Common  | 117                        | \$ 0 |
| Restricted Stock Units                     | <u>(2)</u>   | 02/15/2016                           |  | M                              | 40  | <u>(2)</u>   | <u>(2)</u>  | Common  | 40                         | \$ 0 |
| Deferred Stock                             | <u>(3)</u>   | 02/16/2016                           |  | A                              | 37  | <u>(3)</u>   | <u>(3)</u>  | Common  | 37                         | \$ 0 |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Peters James W  
C/O WHIRLPOOL CORPORATION  
2000 M-63N  
BENTON HARBOR, MI 49022

VICE PRESIDENT AND CONTROLLER

## Signatures

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

02/18/2016

\_\_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. Remaining restricted stock units will vest and convert one-for-one to shares as follows: one-third on 02/16/2017 and one-third on 02/16/2018.

(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. Remaining restricted stock units will vest and convert one-for-one to shares as follows: one-third on 02/16/2017 and one-third on 02/16/2018.

(3) Upon the vesting of restricted stock units granted to the reporting person on 2/16/2016, the reporting person deferred the receipt of 37 shares of common stock and received instead 37 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 37 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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