Venturelli Larry M Form 4 February 20, 2013

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Venturelli Larry M |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol WHIRLPOOL CORP /DE/ [WHR] | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|--|----------|----------|--|---|--|--|
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction  | (Check all applicable)  |  |  |
| 2000 M-63N   | I        |          | (Month/Day/Year)<br>02/15/2013   | Director 10% Owner X Officer (give title Other (specify below) below)  EXEC. VICE PRESIDENT & CFO |  |  |
|  | (Street) |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                         | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |
| BENTON HARBOR, MI 49022                                      |          |          |  | Form filed by More than One Reporting Person  |  |  |
| (City)   | (State)  | (Zip)    | Table I - Non-Derivative Securities Acc                                      | quired, Disposed of, or Beneficially Owned  |  |  |

| (City)                               | (State)                                 | (Zip) Tabl  | le I - Non-I                 | <b>Derivative</b> | Secu | rities Acqu  | ired, Disposed of  | , or Beneficial   | ly Owned                |
|--------------------------------------|---|---|------------------------------|-------------------|------|--|--|---|-------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or |                              |                   |      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                         |
| Common<br>Stock                      | 02/15/2013                              |   | Code V $A_{\underline{(1)}}$ | Amount 3,068      | (D)  | Price (1)  | 7,270  | D   |                         |
| Common<br>Stock                      | 02/15/2013                              |   | F                            | 969               | D    | \$<br>111.33   | 6,301  | D   |                         |
| Common<br>Stock                      |   |   |                              |                   |      |  | 50.751 (2)   | D   |                         |
| Common<br>Stock                      |   |   |                              |                   |      |  | 385.13   | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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<br>Underlying Securitie<br>(Instr. 3 and 4) |                              |
|---|---|---|---|--|---|-------|--|--------------------|---|------------------------------|
|   |   |   |   | Code V                                 | (A)   | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amou<br>or<br>Numb<br>of Sha |
| Restricted<br>Stock<br>Units                        | (1)   | 02/15/2013                              |   | M                                      |   | 3,068 | <u>(1)</u>   | <u>(1)</u>         | Common  | 3,06                         |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 111.33   | 02/18/2013                              |   | A(3)                                   | 18,858  |       | (3)  | 02/18/2023         | Common  | 18,83                        |

# **Reporting Owners**

BENTON HARBOR, MI 49022

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Venturelli Larry M 2000 M-63N

EXEC. VICE PRESIDENT & CFO

Signatures

/s/ Bridget K. Quinn,

Attorney-in-Fact 02/20/2013

\*\*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).
- (1) Vesting of restricted stock unit award for the 2010 performance period made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
- (2) As of 12/15/2012, the latest date for which information is reasonably available, there are 50.751 shares held in the account of the undersigned pursuant to the broker-administered dividend reinvestment plan.
- (3) Options will vest and become exercisable as follows: one-third on 02/18/2014; one-third on 02/18/2015; and one-third on 02/18/2016.

Reporting Owners 2

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