

WHIRLPOOL CORP /DE/

Form 4

August 26, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bitzer Marc R

(Last) (First) (Middle)

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)

08/22/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

PRESIDENT WHIRLPOOL NA

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 08/22/2013                              |   | M                                    | 3,604   | A \$ 94.47   | 37,861  | D   |
| Common<br>Stock                       | 08/22/2013                              |   | S                                    | 3,604   | D \$<br>(1) 135.0025   | 34,257  | D   |
| Common<br>Stock                       | 08/22/2013                              |   | M                                    | 22,403  | A \$ 85.45   | 56,660  | D   |
| Common<br>Stock                       | 08/22/2013                              |   | S                                    | 22,403  | D \$<br>(2) 135.2738   | 34,257  | D   |
|                                       | 08/22/2013                              |   | M                                    | 17,420  | A \$ 71.03   | 51,677  | D   |

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Common  
Stock

|                 |            |   |        |   |                       |        |   |
|-----------------|------------|---|--------|---|-----------------------|--------|---|
| Common<br>Stock | 08/22/2013 | S | 17,420 | D | \$<br>136.1474<br>(3) | 34,257 | D |
|-----------------|------------|---|--------|---|-----------------------|--------|---|

|                 |  |  |  |  |  |        |   |  |
|-----------------|--|--|--|--|--|--------|---|--|
| Common<br>Stock |  |  |  |  |  | 25,372 | I | By trust<br>for<br>reporting<br>person |
|-----------------|--|--|--|--|--|--------|---|--|

|                 |  |  |  |  |  |       |   |  |
|-----------------|--|--|--|--|--|-------|---|--|
| Common<br>Stock |  |  |  |  |  | 7,140 | I | By trusts<br>for<br>immediate<br>family<br>members |
|-----------------|--|--|--|--|--|-------|---|--|

|                 |  |  |  |  |  |         |   |                         |
|-----------------|--|--|--|--|--|---------|---|-------------------------|
| Common<br>Stock |  |  |  |  |  | 709.292 | 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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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<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>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |        |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|--------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 94.47  | 08/22/2013                              |   | M                                       |  | 3,604  |     | 02/19/2008  | 02/19/2017         | Common | 3,604                               |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 85.45  | 08/22/2013                              |   | M                                       |  | 22,403   |     | 02/14/2012  | 02/14/2021         | Common | 22,403                              |

Employee

Stock

Options \$ 71.03 08/22/2013

M

17,420 02/20/2013 02/20/2022 Common 17,420

(Right to

Buy)

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Bitzer Marc R<br>2000 M-63N<br>BENTON HARBOR, MI 49022 |               |           | PRESIDENT WHIRLPOOL NA |       |

## Signatures

/s/ Bridget K. Quinn,

Attorney-in-Fact

08/26/2013

\*\*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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.00 to \$135.01, 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 \$135.01 to \$135.80, 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 \$135.80 to \$136.55, 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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