

Lovechio Joseph A
Form 4
February 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Lovechio Joseph A

(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)
02/16/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/16/2018		M ⁽¹⁾		41 A <u>1</u>	2,238	D
Common Stock	02/16/2018		D		41 D <u>2</u>	2,197	D
Common Stock	02/16/2018		M ⁽¹⁾		14 A <u>1</u>	2,211	D
Common Stock	02/16/2018		F		4 D \$ 172.7	2,207	D
Common Stock	02/16/2018		M ⁽¹⁾		4,000 A <u>1</u>	6,207	D

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Common Stock	02/16/2018	F	1,128	D	\$ 172.7	5,079	D	
Common Stock	02/19/2018	M ⁽³⁾	11	A	(3)	5,090	D	
Common Stock	02/19/2018	F	3	D	\$ 172.7	5,087	D	
Common Stock	02/19/2018	M ⁽³⁾	32	A	(3)	5,119	D	
Common Stock	02/19/2018	D	32	D	(4)	5,087	D	
Common Stock						393.952	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
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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	02/16/2018		M	41	(2) (2)	Common	41
Deferred Stock	(2)	02/16/2018		A	41	(2) (2)	Common	41
Restricted Stock Units	(1)	02/16/2018		M	14	(1) (1)	Common	14
Restricted Stock Units	(1)	02/16/2018		M	4,000	(1) (1)	Common	4,000
	(3)	02/19/2018		M	11	(3) (3)	Common	11

Restricted
Stock
Units

Restricted
Stock
Units

	(3)	02/19/2018	M	32	(3)	(3)	Common	32
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Deferred
Stock

	(4)	02/19/2018	A	32	(4)	(4)	Common	32
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Restricted
Stock
Units

	(5)	02/19/2018	A	364	(5)	(5)	Common	364
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Employee
Stock

Option
(Right to
Buy)

	\$ 172.7	02/19/2018	A	1,642	(6)	02/19/2028	Common	1,642
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lovechio Joseph A WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022			VICE PRESIDENT AND CONTROLLER	

Signatures

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

02/21/2018

__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.

(2) Upon the vesting of restricted stock units granted to the reporting person on 02/16/2018, the reporting person deferred the receipt of 41 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 41 shares of common stock in exchange for an equal number of shares of deferred stock. The deferred stock is payable following the reporting person's termination of employment with Whirlpool Corporation.

(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) Upon the vesting of restricted stock units granted to the reporting person on 02/19/2018, the reporting person deferred the receipt of 32 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 32 shares of common stock in exchange for an equal number of shares of deferred stock. The deferred stock is payable following the reporting person's termination of employment with Whirlpool Corporation.

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- (5) Restricted stock units will vest and convert one-for-one to shares as follows: one-third on 02/19/2019; one-third on 02/19/2020; and one-third on 02/19/2021.
- (6) Options will vest and become exercisable as follows: one-third on 02/19/2019; one-third on 02/19/2020; and one-third on 02/19/2021.

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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