

Nochowitz Matthew
 Form 4
 February 20, 2019

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 *
 Nochowitz Matthew

2. Issuer Name and Ticker or Trading Symbol
 WHIRLPOOL CORP /DE/ [WHR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2000 N M-63
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Controller

BENTON HARBOR, MI 49022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price | | | |
| Common Stock | 02/15/2019 | | M ⁽¹⁾ | | 253 | A | 11 | 8,833.23 | D | |
| Common Stock | 02/15/2019 | | F | | 88 | D | \$ 139.36 | 8,745.23 | D | |
| Common Stock | 02/18/2019 | | M ⁽²⁾ | | 567 | A | \$ 0 | 9,312.23 | D | |
| Common Stock | 02/18/2019 | | F | | 164 | D | \$ 139.36 | 9,148.23 ⁽³⁾ | D | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(1)</u> | 02/15/2019 | | M | 253 | <u>(1)</u> <u>(1)</u> | Common | 253 |
| Restricted Stock Units | <u>(2)</u> | 02/18/2019 | | M | 567 | <u>(2)</u> <u>(2)</u> | Common Stock | 567 |
| Restricted Stock Units | <u>(4)</u> | 02/18/2019 | | A ⁽⁴⁾ | 1,656 | <u>(4)</u> <u>(4)</u> | Common Stock | 1,656 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nochowitz Matthew 2000 N M-63 BENTON HARBOR, MI 49022 | | | Vice President and Controller | |

Signatures

/s/ Bridget K. Quinn,
Attorney-in-Fact
Date: 02/20/2019

**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.

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- (2) Vesting of performance-based restricted stock unit award for the 2016-2018 performance period made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
- (3) As of 12/31/2018, the latest date for which information is reasonably available, there are 521.22 shares held in the account of the undersigned pursuant to the broker-administered dividend reinvestment plan, which shares are included in this total.
- (4) Each restricted stock unit represents the right to receive one share of Whirlpool common stock. Restricted stock units will vest and convert one-for-one to shares: one-third on 3/1/2020; one-third on 3/1/2021; and one-third on 3/1/2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.