

Liotine Joseph T.
Form 4
February 20, 2019

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 *
Liotine Joseph T.

(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)

02/15/2019

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)
EXEC VICE PRESIDENT & PRES NA

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 | 02/15/2019 | | M ⁽¹⁾ | | 799 A \$ 0 | D | |
| Common Stock | 02/15/2019 | | F | | 208.22 D \$ 139.36 | D | |
| Common Stock | 02/15/2019 | | D ⁽²⁾ | | 183.78 D \$ 0 | D | |
| Common Stock | 02/18/2019 | | M ⁽³⁾ | | 1,794 A \$ 0 | D | |
| Common Stock | 02/18/2019 | | F | | 523 D \$ 139.36 | D | |

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| | | | |
|-----------------|----------|---|-------------------------|
| Common Stock | 1,555.25 | 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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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) | 02/15/2019 | | M | 799 | (1) (1) | Common Stock | 799 |
| Deferred Stock | (2) | 02/15/2019 | | A | 183.78 | (2) (2) | Common Stock | 183.78 |
| Restricted Stock Units | (3) | 02/18/2019 | | M | 1,794 | (3) (3) | Common Stock | 1,794 |
| Employee Stock Option (Right to Buy) | \$ 139.36 | 02/18/2019 | | A | 24,936 | (4) 02/18/2029 | Common Stock | 24,936 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Liotine Joseph T. C/O WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022 | | | EXEC VICE PRESIDENT & PRES NA | |

Signatures

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

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.

Upon the vesting of restricted stock units granted to the reporting person on 02/15/2019, the reporting person deferred the receipt of 183.78 shares of deferred stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 183.78 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.
- (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) 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.
- (4) Options will vest and become exercisable as follows: one-third on 02/18/2020; one-third on 02/18/2021; and one-third on 02/18/2022.

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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