

Bitzer Marc R
Form 4
May 17, 2013

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 *
Bitzer Marc R

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 M-63N

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRESIDENT WHIRLPOOL NA

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/15/2013		M	6,216 A \$ 89.16	40,473	D	
Common Stock	05/15/2013		S	6,216 D \$ 130.2479 (1)	34,257	D	
Common Stock	05/16/2013		M	716 A \$ 89.16	34,973	D	
Common Stock	05/16/2013		S	716 D \$ 130.2378 (2)	34,257	D	
	05/16/2013		M	9,341 A \$ 88.49	43,598	D	

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Common Stock								
Common Stock	05/16/2013	S	9,341	D	\$ 130.2378 (2)	34,257	D	
Common Stock	05/17/2013	M	2,255	A	\$ 88.49	36,512	D	
Common Stock	05/17/2013	S	2,255	D	\$ 130.1617 (3)	34,257	D	
Common Stock						25,372	I	By trust for reporting person
Common Stock						7,140	I	By trusts for immediate family members
Common Stock						706.018	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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(9-02)

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	
Employee Stock Options (Right to	\$ 89.16	05/15/2013		M	6,216	02/20/2007	02/20/2016	Common	6,216

Buy)

Employee
Stock

Option \$ 89.16 05/16/2013 M 716 02/20/2007 02/20/2016 Common 716
(Right to
Buy)

Employee
Stock

Option \$ 88.49 05/17/2013 M 9,341 02/19/2009 02/19/2018 Common 9,341
(Right to
Buy)

Employee
Stock

Option \$ 88.49 05/17/2013 M 2,255 02/19/2009 02/19/2018 Common 2,255
(Right to
Buy)

Reporting Owners

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

Signatures

/s/ Bridget K. Quinn 05/17/2013
Attorney-in-Fact

**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 \$130.10 to \$130.44, 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 \$130.00 to \$130.52, 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 \$130.03 to \$130.29, 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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