

WHIRLPOOL CORP /DE/

Form 4

February 22, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brega Joao Carlos

(Last) (First) (Middle)

WHIRLPOOL  
CORPORATION, 2000 N. M-63

(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)

02/17/2017

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 below) \_\_\_\_ Other (specify below)

EXECUTIVE VICE PRESIDENT

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 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)
Common Stock	02/17/2017		M <sup>(1)</sup>	496 A <u>(1)</u>	20,774	D	
Common Stock	02/20/2017		M <sup>(2)</sup>	1,143 A <u>(2)</u>	21,917	D	
Common Stock	02/20/2017		M <sup>(2)</sup>	3,800 A <u>(2)</u>	25,717	D	
Common Stock					1,062.146 <sup>(3)</sup>	D	

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/17/2017		M			496	(1)	(1)	Common	496
Restricted Stock Units	(2)	02/20/2017		M			1,143	(2)	(2)	Common	1,143
Restricted Stock Units	(2)	02/20/2017		M			3,800	(2)	(2)	Common	3,800
Restricted Stock Units	(4)	02/20/2017		A		1,181		(4)	(4)	Common	1,181
Restricted Stock Units	(5)	02/20/2017		A		15,000		(5)	(5)	Common	15,000
Employee Stock Options (Right to Buy)	\$ 177.19	02/20/2017		A		4,755		(6)	02/20/2027	Common	4,755

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director 10% Owner Officer Other

Brega Joao Carlos  
WHIRLPOOL CORPORATION  
2000 N. M-63  
BENTON HARBOR, MI 49022

EXECUTIVE VICE PRESIDENT

## Signatures

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

02/22/2017

\_\_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) Vesting of performance-based restricted stock unit for the 2014-2016 performance period made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
- (3) As of 12/31/2016, the latest date for which information is reasonably available, there are 1,062.148 shares held in the account of the undersigned pursuant to the broker-administered dividend reinvestment plan.
- (4) Restricted stock units will vest and convert one-for-one to shares as follows: one-third on 02/20/2018; one-third on 02/20/2019; and one-third on 02/20/2020.
- (5) Restricted stock units will vest and convert one-for-one to shares as follows: equally on 02/20/2020 and 02/20/2022.
- (6) Options will vest and become exercisable as follows: one-third on 02/20/2018; one-third on 02/20/2019; and one-third on 02/20/2020.

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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