

Liotine Joseph T.
Form 4
February 21, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)

02/19/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/19/2019		M ⁽¹⁾		800	A	\$ 0
Common Stock	02/19/2019		F		177.48	D	\$ 141.55
Common Stock	02/19/2019		D ⁽²⁾		197.52	D	\$ 0
Common Stock	02/20/2019		M ⁽³⁾		669	A	\$ 0
Common Stock	02/20/2019		F		150.925	D	\$ 142.7
							18,432
							18,254.52
							18,057
							18,726
							18,575.075

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Common Stock	02/20/2019		D ⁽⁴⁾	163.075	D	\$ 0	18,412	D	
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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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/19/2019		M		800	<u>(1)</u> <u>(1)</u>	Common Stock	800
Deferred Stock	<u>(2)</u>	02/19/2019		A		197.52	<u>(2)</u> <u>(2)</u>	Common Stock	197.52
Restricted Stock Units	<u>(3)</u>	02/20/2019		M		669	<u>(3)</u> <u>(3)</u>	Common Stock	669
Deferred Stock	<u>(4)</u>	02/20/2019		A		163.075	<u>(4)</u> <u>(4)</u>	Common Stock	163.075

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

02/21/2019

__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. Remaining restricted stock units will vest and convert one-for-one to shares as follows: one-half on 2/19/2020 and one-half on 2/19/2021.

(2) Upon the vesting of restricted stock units on 2/19/2019, the reporting person deferred the receipt of 197.52 shares of common stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 197.52 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 restricted stock unit award made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3. Remaining restricted stock units will vest and convert one-for-one to shares on 2/20/2020.

(4) Upon the vesting of restricted stock units on 2/20/2019, the reporting person deferred the receipt of 163.075 shares of common stock pursuant to Whirlpool's Executive Deferred Savings Plan II. As a result, the reporting person is reporting the disposition of 163.075 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.

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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