

Venturelli Larry M
 Form 4
 May 06, 2013

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

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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 *
 Venturelli Larry M

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)
 05/03/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EXEC. VICE PRESIDENT & CFO

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 | 05/03/2013 | | M | 2,153 A \$ 89.16 | 8,454 | D | |
| Common Stock | 05/03/2013 | | S | 2,153 D \$ 119.4111 (1) | 6,301 | D | |
| Common Stock | 05/03/2013 | | M | 2,631 A \$ 94.47 | 8,932 | D | |
| Common Stock | 05/03/2013 | | S | 2,631 D \$ 119.4111 (1) | 6,301 | D | |
| | 05/03/2013 | | M | 3,390 A \$ 88.49 | 9,691 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------------------------|-----------------------|---|-------------------------|
| Common Stock | | | | | | | | |
| Common Stock | 05/03/2013 | S | 3,390 | D | \$ 119.4111 <u>(1)</u> | 6,301 | D | |
| Common Stock | 05/03/2013 | M | 6,220 | A | \$ 31.82 | 12,521 | D | |
| Common Stock | 05/03/2013 | S | 6,220 | D | \$ 119.4111 <u>(1)</u> | 6,301 | D | |
| Common Stock | 05/03/2013 | M | 2,987 | A | \$ 85.45 | 9,288 | D | |
| Common Stock | 05/03/2013 | S | 2,987 | D | \$ 119.4111 <u>(1)</u> | 6,301 | D | |
| Common Stock | 05/03/2013 | M | 9,146 | A | \$ 71.03 | 15,447 | D | |
| Common Stock | 05/03/2013 | S | 9,146 | D | \$ 119.4111 <u>(1)</u> | 6,301 | D | |
| Common Stock | | | | | | 50.751 ⁽²⁾ | D | |
| Common Stock | | | | | | 386.72 | 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 |

| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|--------|-------|
| Employee Stock Option (Right to Buy) | \$ 89.16 | 05/03/2013 | M | 2,153 | 02/20/2007 | 02/20/2016 | Common | 2,153 |
| Employee Stock Option (Right to Buy) | \$ 94.47 | 05/03/2013 | M | 2,631 | 02/19/2008 | 02/19/2017 | Common | 2,631 |
| Employee Stock Option (Right to Buy) | \$ 88.49 | 05/03/2013 | M | 3,390 | 02/19/2009 | 02/19/2018 | Common | 3,390 |
| Employee Stock Option (Right to Buy) | \$ 31.82 | 05/03/2013 | M | 6,220 | 02/16/2011 | 02/16/2019 | Common | 6,220 |
| Employee Stock Option (Right to Buy) | \$ 85.45 | 05/03/2013 | M | 2,987 | 02/14/2012 | 02/14/2021 | Common | 2,987 |
| Employee Stock Option (Right to Buy) | \$ 71.03 | 05/03/2013 | M | 9,146 | 02/20/2013 | 02/20/2022 | Common | 9,146 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Venturelli Larry M 2000 M-63N BENTON HARBOR, MI 49022 | | | EXEC. VICE PRESIDENT & CFO | |

Signatures

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

05/06/2013

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.2713 to \$119.53, 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.
- (1)
 - (2) As of 03/15/2013, the latest date for which information is reasonably available, there are 50.751 shares held in the account of the undersigned pursuant to the broker-administered dividend reinvestment plan.

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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