Bitzer Marc R Form 4 February 22, 2012

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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**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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Bitzer Marc R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WHIRLPOOL CORP /DE/ [WHR]

(Check all applicable)

PRESIDENT WHIRLPOOL NA

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

02/20/2012

below)

2000 M-63N

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

BENTON HARBOR, MI 49022

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

(Instr. 4)

Ownership (Instr. 4)

(9-02)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 71.03	02/20/2012		A(1)	51,232	<u>(1)</u>	02/20/2022	Common	51,232
Restricted Stock Units	<u>(2)</u>	02/20/2012		A(2)	5,418	<u>(2)</u>	(2)	Common	5,418
Restricted Stock Units	<u>(3)</u>	02/20/2012		A(3)	25,000	(3)	(3)	Common	25,000

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bitzer Marc R 2000 M-63N

PRESIDENT WHIRLPOOL NA

BENTON HARBOR, MI 49022

## Signatures

/s/ Bridget K. Quinn Attorney-in-Fact 02/22/2012

\*\*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) Options will vest and become exercisable as follows: one-third on 02/20/2013; one-third on 02/20/2014; and one-third on 02/20/2015.
- Restricted stock units awarded for the 2011 performance period pursuant to the Whirlpool Corporation Omnibus Stock and Incentive Plan (2) in a transaction exempt under Rule 16b-3. Each restricted stock unit represents the right to receive one share of Whirlpool common stock. Restricted stock units will vest and convert one-for-one to shares on 02/14/2014.
- (3) Each restricted stock unit represents the right to receive one share of Whirlpool common stock. Restricted stock units will vest and convert one-for-one to shares 50% on February 20, 2015 and 50% on February 20, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2