Bitzer Marc R Form 4 February 22, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

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)

(Last) (First) 3. Date of Earliest Transaction

Director

10% Owner Other (specify

2000 M-63N

(Month/Day/Year)

02/20/2012

X_ Officer (give title

below)

PRESIDENT WHIRLPOOL NA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

BENTON HARBOR, MI 49022

(City) (State) (Zip)

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

Owned

1. Title of Security (Instr. 3)

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

(Middle)

Execution Date, if

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

5. Amount of Securities Beneficially

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

Ownership

(Instr. 4)

(9-02)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported

Transaction(s)

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

(A)

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

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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