

WHIRLPOOL CORP /DE/
Form 4
February 09, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SWIFT DAVID L

(Last) (First) (Middle)

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)
02/08/2007

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)
PRESIDENT WHIRLPOOL N. AMER

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/08/2007 | | M ⁽¹⁾ | | 7,181 | A | \$ 72.94 |
| Common Stock | 02/08/2007 | | S ⁽¹⁾ | | 381 | D | \$ 91.91 |
| Common Stock | 02/08/2007 | | S ⁽¹⁾ | | 100 | D | \$ 91.9 |
| Common Stock | 02/08/2007 | | S ⁽¹⁾ | | 100 | D | \$ 91.88 |
| Common Stock | 02/08/2007 | | S ⁽¹⁾ | | 300 | D | \$ 91.86 |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|------------------|
| Common Stock | 02/08/2007 | S ⁽¹⁾ | 300 | D | \$ 91.83 | 12,485 | D ⁽²⁾ |
| Common Stock | 02/08/2007 | S ⁽¹⁾ | 300 | D | \$ 91.78 | 12,185 | D ⁽²⁾ |
| Common Stock | 02/08/2007 | S ⁽¹⁾ | 200 | D | \$ 91.72 | 11,985 | D ⁽²⁾ |
| Common Stock | 02/08/2007 | S ⁽¹⁾ | 300 | D | \$ 91.71 | 11,685 | D ⁽²⁾ |
| Common Stock | 02/08/2007 | S ⁽¹⁾ | 500 | D | \$ 91.7 | 11,185 | D ⁽²⁾ |
| Common Stock | 02/08/2007 | S ⁽¹⁾ | 4,700 | D | \$ 91.5 | 6,485 | D ⁽²⁾ |

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

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

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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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | <u>(1)</u> | 02/08/2007 | | M ⁽¹⁾ | 7,181 | <u>(1)</u> | <u>(1)</u> | Common | 10,772 |
| Phantom Restricted Shares (Strategic Excellence Program) | <u>(3)</u> | | | | | <u>(3)</u> | <u>(3)</u> | Common | <u>(3)</u> |
| Deferred Phantom | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common | <u>(4)</u> |

| | | | | | |
|---|-------------|--|-------------|-------------|-------------------|
| ESAP Stock in WEDSP II | | | | | |
| Phantom Restricted Shares (Special Retention Program) | <u>(5)</u> | | <u>(5)</u> | <u>(5)</u> | Common <u>(5)</u> |
| Phantom Restricted (Career) Stock | <u>(6)</u> | | <u>(6)</u> | <u>(6)</u> | Common <u>(6)</u> |
| Phantom Restricted Shares (Strategic Excellence Program) | <u>(7)</u> | | <u>(7)</u> | <u>(7)</u> | Common 1,866 |
| Phantom Restricted Shares (Special Retention Program) | <u>(8)</u> | | <u>(8)</u> | <u>(8)</u> | Common 12,500 |
| Phantom Restricted Shares (Special Retention Program) | <u>(9)</u> | | <u>(9)</u> | <u>(9)</u> | Common 30,000 |
| Phantom Restricted Shares (Maytag Recognition Awards) | <u>(10)</u> | | <u>(10)</u> | <u>(10)</u> | Common 15,000 |
| Employee Stock Option (Right to Buy) | <u>(11)</u> | | <u>(11)</u> | <u>(11)</u> | Common 20,600 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|-----------------------------------|-------|
| SWIFT DAVID L WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022 | | X | PRESIDENT WHIRLPOOL N. AMER | |

Signatures

/s/ Robert T. Kenagy 02/09/2007

__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) Cashless exercise of 7,181 shares and immediate sale through broker of an award granted on 02/16/2004 at the option price of \$72.94 per share with the cashless exercise and tax withholding rights. All shares were exercisable. Remaining 3,591 shares from the grant will vest on 02/16/2007 and will expire 10 years from the date of grant.
- (2) 5,181 shares are held in name of the undersigned's broker.
- (3) 1,399.88 phantom shares deferred under the Strategic Excellence Program in transactions exempt under Rule 16b-3. As of 12/15/06, the latest date for which information is reasonably available, 1,428.077 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (4) 724.50 phantom shares deferred under the Executive Deferred Savings Plan II in transactions exempt under Rule 16b-3. As of 12/15/06, the latest date for which information is reasonably available, 751.604 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (5) Deferral of 12,266.37 phantom restricted shares (Special Retention Program) awarded under the 1998 Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). As of 12/15/06, the latest date for which information is reasonably available, 12,893.32 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (6) 25,000 phantom stock shares (Career Stock Award) awarded under the 1996 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Phantom shares will become vested as follows: 10,000 shares on 11/26/10; and 5,000 shares on retirement after age 60. As of 12/15/06, the latest date for which information is reasonably available, 28,156.37 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (7) 1,866 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the SEP 2004 grant made pursuant to the 2002 Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares will lapse on 02/14/2007.
- (8) 12,500 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Shares will vest on 11/26/08. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.
- (9) 30,000 phantom stock shares (Special Retention Program) awarded on 06/14/2004 with the effective date of the award to be 07/01/2004 under the Whirlpool Corporation 2002 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Shares will become vested as follows: 50% on 07/01/2007 and 50% on 07/01/2011. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.
- (10) Award of 15,000 phantom stock shares (Maytag Recognition Awards) on 08/13/2006 under the Whirlpool Corporation 2002 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Restrictions will lapse on the award on 08/13/2009. Dividend equivalents will be paid annually in cash.
- (11) 20,600 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share. Shares will become exercisable as follows: one-third on 02/20/2007; one-third on 02/20/2007; and one-third on 02/20/2009. The options will expire 10 years from the date of grant.

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.