

TEMPLIN ROY W
Form 4
February 20, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TEMPLIN ROY W

(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)

02/18/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Vice President and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/18/2008		A ⁽¹⁾	12,855 A	12,855	D	
Common Stock	02/18/2008		F ⁽¹⁾	4,164 D	\$ 88.49	8,691	D
Common Stock					8,341 ⁽²⁾	I	By trust

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Restricted Shares	(3)	02/18/2008		A(3)		3,750		(3)	(3)	Common	3,750
Employee Stock Option (Right to Buy)	(4)	02/18/2008		A(4)		14,000		(4)	(4)	Common	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TEMPLIN ROY W WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022	Vice President and CFO

Signatures

/s/ Daniel F. Hopp,
Attorney-in-Fact 02/20/2008

__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).
- Payment of 12,855 shares of common stock under a 2005 Enhanced Strategic Excellence Program ("SEP") award for which performance conditions were satisfied on 02/18/2008. The 2005 Enhanced SEP award was made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.
- (1) Living trust for the benefit of the reporting person's wife.
- (2) 3,750 phantom stock shares ("SEP") granted on 02/18/2008 under the 2007 SEP award of contingent shares made pursuant to the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16(b)-3. Time restrictions will lapse and

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shares will become vested on 02/18/2010.

14,000 option shares awarded on 02/18/2008 at the option price of \$88.49 per share with cashless exercise and tax withholding rights.

- (4) Shares will become exercisable as follows: one-third on 02/18/2009; one-third on 02/18/2010; and one-third on 02/18/2011. 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.

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