

WHIRLPOOL CORP /DE/

Form 4

February 21, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Venturelli Larry M

(Last) (First) (Middle)

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)

02/19/2007

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 ____ Other (specify
below) below)
VICE PRESIDENT AND CONTROLLER

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)
			Code	V Amount (D) Price			
Common Stock					112	D	
Common Stock					63.504 ⁽¹⁾	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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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 (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. De Se (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Restricted Shares (Strategic Excellence Program)	(2)	02/19/2007		A(2)		1,320		(2)	(2)	Common	1,320
Employee Stock Option (Right to Buy)	\$ 94.47	02/19/2007		A(3)		2,631		(3)	(3)	Common	2,631
Phantom Restricted Shares (Strategic Excellence Program)	(4)							(4)	(4)	Common	532
Phantom Restricted Shares (Maytag Recognition Awards)	(5)							(5)	(5)	Common	5,000
Employee Stock Option (Right to Buy)	(6)							(6)	(6)	Common	1,333
Employee Stock Option (Right to Buy)	(7)							(7)	(7)	Common	1,266

Employee

Stock

Option (8)

(Right to

Buy)

(8)

(8)

Common 2,153

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Venturelli Larry M 2000 M-63N BENTON HARBOR, MI 49022	VICE PRESIDENT AND CONTROLLER

Signatures

/s/ Robert T. Kenagy, Corporate
Secretary

02/21/2007

**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) As of 12/15/06, the latest date for which information is reasonably available, there are 63,504 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.
- 1,320 phantom stock shares (Strategic Excellence Program) awarded on 02/19/2007 under the SEP 2006 grant of contingent shares made pursuant to the 2002 Whirlpool Corporation Omnibus Stock and Incentive Plan in transaction exempt under Rule 16(b)-3(c). Time restrictions will lapse and shares will become vested on 02/19/2009.
- 2,631 option shares awarded on 02/19/2007 at the option price of \$94.47 per share with cashless exercise and tax withholding rights.
- (3) Shares will become exercisable as follows: one-third on 02/19/2008; one-third on 02/19/2009; and one-third on 02/19/2010. The options will expire 10 years from the date of grant.
- 532 phantom stock shares (Strategic Excellence Plan) awarded on 02/16/2005 under the SEP 2005 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 02/16/2008.
- Award of 5,000 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.
- (5) 2,000 option shares awarded on 02/16/2004 at the option price of \$72.94 per share with tax withholding rights. The remaining 1,333 shares not already exercised are currently exercisable and will expire 10 years from the date of grant.
- (6) 1,266 option shares awarded on 02/14/2005 at the option price of \$63.24 per share with tax withholding rights. 844 shares are currently exercisable with the remaining shares becoming exercisable on 02/14/2008. The options will expire 10 years from the date of grant.
- 2,153 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share. 718 shares are currently exercisable and the remaining shares will become exercisable as follows: one-third on 02/20/2008; and one-third on 02/20/2009. The options will expire 10 years from the date of grant.
- (8)

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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