WHIRLPOOL CORP /DE/
Form 4
February 19, 2008

FORM 4

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

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 [*]
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)
02/16/2008

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 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	(A) or (D)	Price			
Common Stock	02/16/2008		M [(1)]		139	A	[(1)]	251	D	
Common Stock	02/16/2008		F [(1)]		82	D	$ 88.49	169	D	
Common Stock								64.671 [(2)]	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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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. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Phantom Restricted Shares	(3)	02/16/2008		A (3)		415		(3)	(3)	Common	415	$
Employee Stock Option (Right to Buy)	(5)	02/18/2008		A (5)		3,390		(5)	(5)	Common	3,390	$

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/ Daniel F. Hopp, Attorney-in-Fact	02/19/2008
**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).

(1) Payment of 139 shares of common stock under a 2005 SEP award on which time restrictions lapsed on 02/16/2008. The 2005 SEP award was made under the Whirlpool Corporation Omnibus Stock and Incentive Plans in transaction exempt under Rule 16b-3. These shares were reported in Table II as derivative securities in prior filings.

(2) As of 12/15/2007, the latest date for which information is reasonably available, there are 64.671 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.

(3) Partial deferral of a 2005 SEP award on which restrictions lapsed on 02/16/2008. The 2005 SEP award was made under the Whirlpool Corporation Omnibus Stock and Incentive Plans in a transaction exempt under Rule 16b-3. These shares were reported in Table II as derivative securities in prior filings.

(4) Deferred phantom shares in Executive Deferred Savings Plan II.

(5) 3,390 option shares awarded on 02/18/2009 at the option price of $88.49 per share with cashless exercise and tax withholding rights. 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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