WHIRLPOOL CORP /DE/

Form 4

February 21, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Washington, D.C. 20549 Check this box

3235-0287 Number: January 31,

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Expires: 2005 Estimated average

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SWIFT DAVID L		Symbol				5. Relationship of Reporting Person(s) to Issuer		
		WHIRL	POOL CORP	DE/[WHR]	(Che	eck all applicable	e)	
(Last)	(First) (M	iddle) 3. Date of	Earliest Transacti	on				
		(Month/Da	ay/Year)		_X_ Director		6 Owner	
WHIRLPOO	OL	02/19/20	02/19/2007			_X_ Officer (give title Other (specify below)		
CORPORA'	TION, 2000 M-63	N			· · · · · · · · · · · · · · · · · · ·	WHIRLPOOL	N. AMER	
	(Street)	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line)		
		Filed(Mon	Filed(Month/Day/Year)					
BENTON H	IARBOR, MI 490	22			_X_ Form filed by Form filed by Person	One Reporting Po		
(City)	(State) (2	Zip) Table	e I - Non-Derivat	ive Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Se	ecurities	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcqu		Securities	Form: Direct	Indirect	
(Instr. 3)		any		osed of (D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8) (Inst	(A) or ount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common					6,789	D (1)		
Stock					0,707	_		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Restricted Shares (Strategic Excellence Program)	<u>(2)</u>	02/19/2007		A(2)	12,023	<u>(2)</u>	<u>(2)</u>	Common	12,023
Employee Stock Option (Right to Buy)	\$ 94.47	02/19/2007		A(3)	19,100	(3)	<u>(3)</u>	Common	19,100
Phantom Restricted Shares (Strategic Excellence Program)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common	<u>(4)</u>
Deferred Phantom ESAP Stock in WEDSP II	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common	(5)
Phantom Restricted Shares (Special Retention Program)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common	<u>(6)</u>
Phantom Restricted (Career) Stock	(7)					<u>(7)</u>	<u>(7)</u>	Common	<u>(7)</u>
Phantom Restricted Shares (Special Retention	<u>(8)</u>					(8)	(8)	Common	12,500

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Program)					
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>	(10)	(10)	Common	15,000
Employee Stock Option (Right to Buy)	(11)	<u>(11)</u>	<u>(11)</u>	Common	20,600

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Reporting Owners

Reporting Owner Name / Address	Ketauolisiiips					
	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

**Signature of Reporting Person

O2/21/2007

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) 5,181 shares are held in name of the undersigned's broker.
- 12,023 phantom stock shares (Strategic Excellence Program) awarded on 02/19/2009 under the SEP 2006 grant of contingent shares

 (2) 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.
- 19,100 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.
- 2,799.76 phantom shares deferred under the 2004 SEP award in a transaction exempt under Rule 16b-3. These shares were reported in
 (4) Table II as derivative securities in prior filings. As of 02/14/2007, a total of 2,827.957 phantom shares have been deferred from all awards, which includes dividend equivalents earned in phantom restricted stock.

Reporting Owners 3

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- 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.
- 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.
- 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.
- 12,500 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive
 (8) 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.
- 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.
- Award of 15,000 phantom stock shares (Maytag Recognition Awards) on 08/13/2006 under the Whirlpool Corporation 2002 Omnibus (10) 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.
- 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.

 (11) 6,867 shares are currently exercisable with the remaining shares to become exercisable as follows: 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.