

WHIRLPOOL CORP /DE/

Form 4

April 17, 2008

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

OMB APPROVAL

OMB
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARSH MILES L

(Last) (First) (Middle)

965 E. DEERPATH RD.

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol**WHIRLPOOL CORP /DE/ [WHR]**3. Date of Earliest Transaction
(Month/Day/Year)**04/15/2008**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)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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/15/2008		A ⁽¹⁾	647 A	9,825	D	
Common Stock					1,594.102 ⁽²⁾	D	

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
displays a currently valid OMB control
number.**SEC 1474
(9-02)**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. 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. Price of Deriva Security (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options	(3)	04/15/2008		A(3)	1,258	(3) (3)	Common	1,258

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARSH MILES L 965 E. DEERPATH RD. LAKE FOREST, IL 60045	X

Signatures

/s/ Daniel F. Hopp,
Attorney-in-Fact 04/17/2008

**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) Award of stock pursuant to the Nonemployee Director Equity Plan.

(2) As of 03/15/2008, the latest date for which information is reasonably available, there are 1,594.102024 shares held for the account of the undersigned pursuant to the Whirlpool Corporation Automatic Dividend Reinvestment Plan.

Stock option awarded on 04/15/2008 at the option price of \$81.75 per share under the Nonemployee Director Equity Plan. All shares will
(3) become exercisable six months after the award date. The expiration date is the earlier of 10 years from the grant date or the fifth anniversary of the date of the reporting person's departure from the board.

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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