

SWIFT DAVID L
Form 4
February 16, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SWIFT DAVID L

(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)
02/14/2007

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)
PRESIDENT WHIRLPOOL N. AMER

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2007 | | M ⁽¹⁾ | | 466 A \$ 6,951 | | D ⁽⁴⁾ |
| Common Stock | 02/14/2007 | | F ⁽¹⁾ | | 162 D \$ 91.89 ⁽²⁾ 6,789 | | D ⁽⁴⁾ |
| Common Stock | 02/16/2007 | | M ⁽³⁾ | | 3,591 A \$ 72.94 10,380 | | D ⁽⁴⁾ |
| Common Stock | 02/16/2007 | | S ⁽³⁾ | | 1,691 D \$ 92.29 8,689 | | D ⁽⁴⁾ |
| Common Stock | 02/16/2007 | | S ⁽³⁾ | | 400 D \$ 92.28 8,289 | | D ⁽⁴⁾ |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|-------|------------------|
| Common Stock | 02/16/2007 | S ⁽³⁾ | 200 | D | \$ 92.26 | 8,089 | D ⁽⁴⁾ |
| Common Stock | 02/16/2007 | S ⁽³⁾ | 400 | D | \$ 92.25 | 7,689 | D ⁽⁴⁾ |
| Common Stock | 02/16/2007 | S ⁽³⁾ | 800 | D | \$ 92.24 | 6,889 | D ⁽⁴⁾ |
| Common Stock | 02/16/2007 | S ⁽³⁾ | 100 | D | \$ 92.22 | 6,789 | D ⁽⁴⁾ |

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

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(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|----------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Phantom Restricted Shares (Strategic Excellence Program) | <u>(5)</u> | 02/14/2007 | | M ⁽⁵⁾ | | 1,866 | <u>(5)</u> | <u>(5)</u> | Common 1,866 |
| Phantom Restricted Shares (Strategic Excellence Program) | <u>(6)</u> | 02/14/2007 | | A ⁽⁶⁾ | | 1,399.88 | <u>(6)</u> | <u>(6)</u> | Common 1,399.88 |
| Employee Stock Option (Right to Buy) | <u>(3)</u> | 02/16/2007 | | M ⁽³⁾ | | 3,591 | <u>(3)</u> | <u>(3)</u> | Common 3,591 |
| Deferred Phantom ESAP Stock in WEDSP | <u>(7)</u> | | | | | | <u>(7)</u> | <u>(7)</u> | Common 1,000 |

II

Phantom
Restricted
Shares
(Special
Retention
Program)

(8)

(8)

(8)

Common

(8)

Phantom
Restricted
(Career)
Stock

(9)

(9)

(9)

Common

(9)

Phantom
Restricted
Shares
(Special
Retention
Program)

(10)

(10)

(10)

Common

12,000

Phantom
Restricted
Shares
(Special
Retention
Program)

(11)

(11)

(11)

Common

30,000

Phantom
Restricted
Shares
(Maytag
Recognition
Awards)

(12)

(12)

(12)

Common

15,000

Employee
Stock
Option
(Right to
Buy)

(13)

(13)

(13)

Common

20,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | 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

02/16/2007

**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) Payment of 466 shares of common stock for which time restrictions lapsed on 02/14/2007 relating to the 2004 SEP award made under the Whirlpool Corporation 2002 Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3. These shares were reported in Table II as a derivative securities in prior filings.

(2) Pursuant to the Company's Plan provisions, the Company paid \$91.89 per share for tax withholding purposes relating to the payment of common stock under the 2004 SEP award for which restrictions lapsed. See Footnote 1. A fractional share was paid in cash to recipient.

(3) Cashless exercise of 3,591 shares and immediate sale through broker of an award granted on 02/16/2004 at the option price of \$72.94 per share with the cashless exercise and tax withholding rights. All shares were exercisable and would have expired 10 years from the date of grant.

(4) 5,181 shares are held in name of the undersigned's broker.

(5) 1,866 phantom stock shares (Strategic Excellence Program) awarded on 02/14/2005 under the SEP 2004 grant made pursuant to the 2002 Whirlpool Corporation Omnibus Stock and Incentive Plan in transaction exempt under Rule 16(b)-3(c). Time restrictions on these shares lapsed on 02/14/2007.

(6) Deferral of a 2004 SEP award payment owed due to the lapse of restrictions on 02/14/2007. The 2004 SEP award was made under the Whirlpool Corporation 2002 Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3. These shares were reported in 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.

(7) 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.

(8) 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.

(9) 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.

(10) 12,500 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive 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.

(11) 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.

(12) Award of 15,000 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.

(13) 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. Shares will become exercisable as follows: one-third on 02/20/2007; 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.

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