

WHIRLPOOL CORP /DE/
Form 4
February 21, 2007

FORM 4

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

OMB APPROVAL

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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)
02/19/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT AND CONTROLLER

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)
				(A) or (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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(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. 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) (8) (8) Common 2,153
 (Right to
 Buy)

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) 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.
- (4) 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.
- (7) 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)

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