

WHIRLPOOL CORP /DE/

Form 4

February 19, 2008

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

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

OMB APPROVAL

OMB
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(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)
Common Stock	02/16/2008		M ⁽¹⁾	139 A	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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information contained in this form are not
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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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	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).

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 (1) 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.

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- (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.

Partial deferral of a 2005 SEP award on which restrictions lapsed on 02/16/2008. The 2005 SEP award was made under the Whirlpool

- (3) 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.
- 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.
- (5) 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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