

WHIRLPOOL CORP /DE/
Form 4
November 26, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
11/21/2007

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 | | | | | 64.343 ⁽¹⁾ | I | 401(k) Stock Fund |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: WHIRLPOOL CORP /DE/ - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Deferred Phantom ESAP Stock in WEDSP II | (2) | 11/21/2007 | | I | 803.201 | (2) (2) | Common (2) |
| Phantom Restricted Shares (Special Retention Program) | (3) | | | | | (3) (3) | Common 10,000 |
| Phantom Restricted Shares (Strategic Excellence Program) | (4) | | | | | (4) (4) | Common 1,320 |
| Phantom Restricted Shares (Strategic Excellence Program) | (5) | | | | | (5) (5) | Common 532 |
| Phantom Restricted Shares (Maytag Recognition Awards) | (6) | | | | | (6) (6) | Common 5,000 |
| Employee Stock Option (Right to Buy) | (7) | | | | | (7) (7) | Common 1,333 |
| | (8) | | | | | (8) (8) | Common 1,266 |

Employee
Stock
Option
(Right to
Buy)

Employee
Stock
Option (9)
(Right to
Buy)

(9) (9) Common 2,153

Employee
Stock
Option (10)
(Right to
Buy)

(10) (10) Common 2,631

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, Corporate
Secretary

11/26/2007

__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 09/15/2007, the latest date for which information is reasonably available, there are 64,343 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.
- (2) Intra-plan transfer under the Executive Deferred Savings Plan in a discretionary transaction under Rule 16b-3(f). As of 11/21/2007, 803,201 total phantom shares in the EDSP II.
- (3) Award of 10,000 phantom stock shares (Special Retention Program) on 06/19/2007 under the Whirlpool Corporation 2007 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Shares will become vested as follows: 50% on 06/19/2010; and 50% on 06/19/2014. Recipient will receive stock award upon vesting.
- (4) 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.
- (5) 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.
- (6) 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

Edgar Filing: WHIRLPOOL CORP /DE/ - Form 4

equivalents will be paid annually in cash.

- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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. 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.

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.