

WHIRLPOOL CORP /DE/
Form 4
February 09, 2007

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 *
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)

02/08/2007

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/08/2007		<u>M</u> ⁽¹⁾	V Amount (A) or (D) Price 7,181 A \$ 72.94	13,666	D <u>(2)</u>	
Common Stock	02/08/2007		<u>S</u> ⁽¹⁾	381 D \$ 91.91	13,285	D <u>(2)</u>	
Common Stock	02/08/2007		<u>S</u> ⁽¹⁾	100 D \$ 91.9	13,185	D <u>(2)</u>	
Common Stock	02/08/2007		<u>S</u> ⁽¹⁾	100 D \$ 91.88	13,085	D <u>(2)</u>	
Common Stock	02/08/2007		<u>S</u> ⁽¹⁾	300 D \$ 91.86	12,785	D <u>(2)</u>	

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Common Stock	02/08/2007	S ⁽¹⁾	300	D	\$ 91.83	12,485	D ⁽²⁾
Common Stock	02/08/2007	S ⁽¹⁾	300	D	\$ 91.78	12,185	D ⁽²⁾
Common Stock	02/08/2007	S ⁽¹⁾	200	D	\$ 91.72	11,985	D ⁽²⁾
Common Stock	02/08/2007	S ⁽¹⁾	300	D	\$ 91.71	11,685	D ⁽²⁾
Common Stock	02/08/2007	S ⁽¹⁾	500	D	\$ 91.7	11,185	D ⁽²⁾
Common Stock	02/08/2007	S ⁽¹⁾	4,700	D	\$ 91.5	6,485	D ⁽²⁾

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 Securities (Instr. 3 and 4)		8. D	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	(1)	02/08/2007		M(1)		7,181		(1)	(1)	Common	10,772
Phantom Restricted Shares (Strategic Excellence Program)	(3)							(3)	(3)	Common	(3)
Deferred Phantom	(4)							(4)	(4)	Common	(4)

ESAP Stock
in WEDSP
II

Phantom
Restricted
Shares
(Special
Retention
Program)

(5)

(5)

(5)

Common

(5)

Phantom
Restricted
(Career)
Stock

(6)

(6)

(6)

Common

(6)

Phantom
Restricted
Shares
(Strategic
Excellence
Program)

(7)

(7)

(7)

Common

1,866

Phantom
Restricted
Shares
(Special
Retention
Program)

(8)

(8)

(8)

Common

12,500

Phantom
Restricted
Shares
(Special
Retention
Program)

(9)

(9)

(9)

Common

30,000

Phantom
Restricted
Shares
(Maytag
Recognition
Awards)

(10)

(10)

(10)

Common

15,000

Employee
Stock
Option
(Right to
Buy)

(11)

(11)

(11)

Common

20,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	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

02/09/2007

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) Cashless exercise of 7,181 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. Remaining 3,591 shares from the grant will vest on 02/16/2007 and will expire 10 years from the date of grant.
- (2) 5,181 shares are held in name of the undersigned's broker.
- (3) 1,399.88 phantom shares deferred under the Strategic Excellence Program in transactions exempt under Rule 16b-3. As of 12/15/06, the latest date for which information is reasonably available, 1,428.077 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 1,866 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the SEP 2004 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 02/14/2007.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.

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