

WHIRLPOOL CORP /DE/
Form 4
January 04, 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 *
HU MARK K

(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)
01/01/2007

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)
EXECUTIVE VICE PRESIDENT

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/01/2007 | | M ⁽¹⁾ | | 5,000 | A | \$ 83.25 |
| Common Stock | 01/01/2007 | | M ⁽¹⁾ | | 883 | D | \$ 83.25 |

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Restricted Shares (Special Retention Program) | \$ 83.25 | 01/01/2007 | | M ⁽¹⁾ | 5,000 | <u>(1)</u> | <u>(1)</u> | Common | 5,000 |
| Phantom Restricted Shares (Strategic Excellence Program) | <u>(2)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common | 792 |
| Employee Stock Option (Right to Buy) | <u>(3)</u> | | | | | <u>(3)</u> | <u>(3)</u> | Common | 20,000 |
| Employee Stock Option (Right to Buy) | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common | 5,027 |
| Employee Stock Option (Right to Buy) | <u>(5)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common | 4,600 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HU MARK K
2000 M-63N
BENTON HARBOR, MI 49022

EXECUTIVE VICE PRESIDENT

Signatures

/s/ Robert T.
Kenagy

01/04/2007

**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).

Settlement of 50% of a special retention award totalling 10,000 shares of common stock under the Whirlpool Corporation 1998 Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3 (see Table II for disposition of derivative securities (5,000 shares of phantom restricted stock)). Of the 5,000 shares received, 883 shares were sold to the Company pursuant to the Company's plan provisions under a tax withholding right. Restrictions will lapse on the remaining 50% of this award on 01/01/2011. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.

(1) 792 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 transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares will lapse on 02/14/2007.

(2) 20,000 option shares with cashless exercise and tax withholding rights awarded on 01/05/2004 at the option price of \$71.80 per share. All shares are currently exercisable and the options will expire 10 years from the date of grant.

(3) 5,027 option shares with cashless exercise and tax withholding rights awarded on 02/16/2004 at the option price of \$72.94 per share. 3,351 shares are currently exercisable, with the remaining one third becoming exercisable on 02/16/2007. The options will expire 10 years from the date of grant.

(4) 4,600 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 02/20/2008; 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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