TEMPLIN ROY W
Form 4
February 16, 2007

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TEMPLIN ROY W

(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)
02/14/2007

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 CFO

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/14/2007 | | M[(1)] | | 419 | A | [(1)] | 2,186 | D [(3)] | |
| Common Shares | 02/14/2007 | | F[(1)] | | 127 | D | $ 91.89 [(2)] | 2,059 | D [(3)] | |

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

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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. P Der Secu (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Restricted Shares (Strategic Excellence Program) | (4) | 02/14/2007 | | M(4) | | | 419 | (4) | (4) | Common | 419 | |
| Deferred Phantom ESAP Stock in WEDSP II | (5) | | | | | | | (5) | (5) | Common | (5) | |
| Phantom Restricted Shares (Special Retention Program) | (6) | | | | | | | (6) | (6) | Common | 20,000 | |
| Phantom Restricted Shares (Maytag Recognition Awards) | (7) | | | | | | | (7) | (7) | Common | 15,000 | |
| Employee Stock Option (Right to Buy) | (8) | | | | | | | (8) | (8) | Common | 10,000 | |
| Employee Stock Option (Right to Buy) | (9) | | | | | | | (9) | (9) | Common | 2,664 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Employee Stock Option (Right to Buy) | (10) | (10) | (10) | Common | 9,300 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| TEMPLIN ROY W<br>WHIRLPOOL CORPORATION<br>2000 M-63N<br>BENTON HARBOR, MI 49022 | | | Vice President and CFO | |

# Signatures

| /s/ Robert T. Kenagy | 02/16/2007 |
|---|---|
| **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)** Payment of 419 shares of common stock for which time restrictions lapsed on 02/14/2007 relating to the 2004 SEP award made under the Whirlpool Corporation 2002 Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3. These shares were reported in Table II as a derivative securities in prior filings.

**(2)** Pursuant to the Company's Plan provisions, the Company paid $91.89 per share for tax withholding purposes relating to the payment of common stock under the 2004 SEP award for which restrictions lapsed. See Footnote 1. A fractional share was paid in cash to the recipient.

**(3)** 680 shares are held in the name of the undersigned's broker.

**(4)** 419 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 transaction exempt under Rule 16(b)-3(c). Time restrictions on these shares lapsed on 02/14/2007.

**(5)** 287 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, 297.737 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

**(6)** Award of 20,000 phantom stock shares (Special Retention Program) on 08/02/04 with the effective date of the award to be 09/01/04 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 09/01/2007 and 50% on 09/01/2011. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.

**(7)** 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.

**(8)** 10,000 option shares with cashless exercise and tax withholding rights awarded on 07/01/2003 at the option price of $62.98 per share. All shares are currently exercisable, and will expire 10 years from date of grant.

**(9)** 2,664 option shares with cashless exercise and tax withholding rights awarded on 02/16/04 at the option price of $72.94 per share. All shares are currently exercisable and will expire 10 years from date of grant.

**(10)** 9,300 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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