

WHIRLPOOL CORP /DE/  
Form 8-K  
January 08, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) January 5, 2007**

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**WHIRLPOOL CORPORATION**

(Exact name of registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-3932**  
(Commission File  
Number)

**38-1490038**  
(IRS Employer  
Identification No.)

**2000 M63 North, Benton Harbor, Michigan**  
(Address of Principal Executive Offices)

**(269) 923-5000**

**49022-2692**  
(Zip Code)

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

Effective January 5, 2007, the Board of Directors (the Board) of Whirlpool Corporation (the Company), upon the recommendation of the Corporate Governance and Nominating Committee of the Board, amended the By-Laws of the Company (the By-Laws). The changes to the By-Laws were as follows:

Revised a provision from Section 11 of Article II to require that a nominee state whether or not the nominee will submit an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board in accordance with the relevant Board policy.

Replaced a provision from Section 2 of Article III that established a plurality voting standard for all director elections with a provision establishing a majority voting standard to elect directors in uncontested elections. Under the new majority voting standard, nominees for directors must receive more votes for than against their election, unless one or more stockholder nominees are competing for Board seats as of ten days before the Company mails its notice of meeting to stockholders, in which case directors will be elected by plurality vote.

Revised a provision of Section 9 of Article III to clarify that a director's resignation under Article II, Section 11(c) requires acceptance by the Board.

The foregoing is a summary of the By-Law amendments. This summary is qualified in its entirety by reference to the By-Laws, as amended and filed as Exhibit 3.2 attached hereto and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

3.2 By-Laws of Whirlpool Corporation as Amended and Restated

*SIGNATURE*

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WHIRLPOOL CORPORATION

Date: January 8, 2007

By: /s/ Robert T. Kenagy  
Name: Robert T. Kenagy  
Title: Corporate Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
3.2	By-Laws of Whirlpool Corporation as Amended and Restated