

Venturelli Larry M
Form 4
February 16, 2011

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
WHIRLPOOL CORP /DE/ [WHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 M-63N

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

VICE PRESIDENT AND CONTROLLER

BENTON HARBOR, MI 49022

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 85.45	02/14/2011	A ⁽¹⁾			4,458		<u>(1)</u>	02/14/2021	Common	4,458
Restricted Stock Units	<u>(2)</u>	02/14/2011	A ⁽²⁾			3,068		<u>(2)</u>	<u>(2)</u>	Common	3,068
Restricted Stock Units	<u>(3)</u>	02/14/2011	A ⁽³⁾			15,000		<u>(3)</u>	<u>(3)</u>	Common	15,000

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,
Attorney-in-Fact

02/16/2011

__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) Options will vest and become exercisable as follows: one-third on 02/14/2012; one-third on 02/14/2013; and one-third on 02/14/2014.

(2) Restricted stock units awarded for the 2010 performance period pursuant to the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3. Each restricted stock unit represents the right to receive one share of Whirlpool common stock. Restricted stock units will vest and convert one-for-one to shares on 02/15/2013.

(3) Each restricted stock unit represents the right to receive one share of Whirlpool common stock. Restricted stock units will vest and convert one-for-one to shares: 50% on 02/14/2014 and 50% on 02/14/2018.

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.